



PUBLIC UTILITY BOARD POLICY

Category: **Board-Director Linkage**

Title: **Board-Director Relationship**

Date of Adoption: **January 8, 2020**

Policy Number: **BL - 1**

Revision Date:

Resolution No.: **U-11132**

For the purposes of this policy:

The Board shall:

1. Approve the vision and mission of Tacoma Public Utilities (TPU) and establish the ~~strategic directives~~Guiding Principles TPU is to achieve, communicating them in the form of policy.
2. Monitor and measure the results of the ~~Strategic Directives (SD)~~Guiding Principles
3. Ensure ~~decisions-Board actions~~ are in alignment with the City Charter, City Code, Board policies, and laws.
4. Appoint, evaluate, decide whether to reconfirm and, when necessary, discharge the Director of Utilities.
5. ~~Except for~~ purposes of inquiry, seek information from ~~staff the Director of Utilities~~ consistent with section 4.19 of the City Charter. The inquiry exception means and should funnel such requests through the Director of Utilities or members of the senior leadership team. —a non-directive, fact-seeking question posed by a Board Member to a utility employee for the limited purpose of gaining background understanding or clarification of an operational topic, without attempting to influence, supervise, evaluate, or direct the employee's work or decision-making.

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6. Approve all attorneys from the City Attorney's Office assigned to act as counsel to TPU.

The Director of Utilities shall:

1. Lead the implementation of TPU's vision, mission, and strategy.
2. Manage all operations and business affairs of TPU, with a primary focus on leadership of the TPU executive management team to implement TPU ~~strategic directives~~ Guiding Principles.
3. Communicate regularly and effectively with the Board on the business of TPU.
4. Manage the implementation of systems and policies that enable TPU to conduct its activities both lawfully and ethically.
5. Prepare and submit the TPU operating divisions strategic plans to the Board for review and approval and ensure all TPU expenditures are within the authorized biennial budget.
6. Appoint, subject to confirmation by the Board, a Superintendent for each utility system under the Director's control.
7. Conduct a thorough on-boarding process and orientation for new Board Members.

Director Evaluation:

1. The Board shall review the Director's performance annually, and every two years shall vote in a public meeting on whether to reconfirm the appointment, subject to reconfirmation by the City Council.¹
2. The Director's evaluation will be based on comparing the organization's performance and the Director's personal performance to the desired results established by the Board. The Board will use data as appropriate to determine the degree to which Board policies are being met.
3. Through the strategic planning process, the Director shall propose a ~~performance scorecard-work plan~~ and key accountabilities for the following year that represent the Director's reasonable interpretation of achieving the ~~strategic directives~~ Guiding Principles defined by the Board.
4. All policies that instruct the Director shall be monitored at a frequency and by methods chosen by the Board.
5. The Board will receive regular progress updates on goals set in the performance review.
6. A timeline will be established by the Board and Director for the annual review and for the two-year confirmation review and decision.

¹ City Charter Section 4.18



PUBLIC UTILITY BOARD POLICY

Category: **Board-Director Linkage**

Title: **Delegations to the Director of Utilities**

Date of Adoption: **January 8, 2020**

Policy Number: **BL - 2**

Revision Date:

Resolution No.: **U-11132**

The Board will instruct the Director of Utilities (Director) through written policies that define the results that the organization is to ~~achieve~~ achieve, and which are consistent with the delegation of authority that the Board has previously made to the Director.

Specifically:

1. The Board shall approve the vision, ~~and~~ mission ~~and strategic plan~~ of Tacoma Public Utilities (TPU) and establish the ~~strategic directives~~ Guiding Principles of ~~TPU~~ the Board, communicating them in the form of policies that are consistent with the delegations the Board has made to the Director with regard to the Director's authority.
2. The Director shall establish policies, make decisions, take actions, establish practices, and develop activities related to the operations or business affairs of TPU in a manner consistent with delegations of the Board.
3. If the Director reasonably determines that an activity related to a delegation presents an operational risk to TPU in any way, the Director shall inform the Board and may request that the Board take appropriate actions.
4. The Board may change its delegations to the Director at any time, subject to the conditions of the employment contract, thereby expanding or limiting the authority of the Director. ~~However, as long as any particular delegation is in place, the~~

~~Board will abide by the Director's decisions in those areas that are delegated to the Director.~~

5. The Director shall work with the Clerk of the Board to develop and maintain an up to date list of delegations that have been made by the Board to the Director.
6. The Board will review the Board delegations that have been made to the Director as necessary.

Commented [JO1]: I'd like to talk about this one. It seems to limit the oversight responsibility of the PUB.



PUBLIC UTILITY BOARD POLICY

Category: **Governance Process Board Rules of Procedure**

Title: **TPU BOARD PURPOSE, AUTHORITY, DUTIES, AND EXPECTATIONS**

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

Policy Number: **GP-1 Board Rule of Procedure One**

Resolution No.: **U-11133**

Revision Date:

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 with a monthly stipend of \$1,596 in accordance with Council Substitute Ordinance 29078 and also receive for reimbursement of expenses incurred in the performance of their duties 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~~ parties. 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~~ Guiding Principles ~~policies~~ that define the results the Board wants TPU to achieve and related performance measures. Monitoring the ~~Strategic Directives~~ Guiding Principles 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~~ Guiding Principles.
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 Board Rules of Procedure**

Title: **Meetings**

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

Policy Number: **GP-2 Board Rule of Procedure Two**

Resolution No.: **U-11133**

Revision Date: **March 8, 2023 via Amended Resolution U-11133**

1. The regular meetings of the Board shall be held at 6:30 p.m. on the 2nd and 4th 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 regular 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.~~ In any meeting where a quorum of only three members exists a bare majority of the Board is present at a meeting, the simple majority vote (a majority of those who vote) shall be sufficient to make the vote carry an official act of 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. In-person attendance is preferred; However, Board Members may attend regular meetings, special meetings, and study sessions remotely. The presiding Board Member for all meetings should attend in person, and the preference is for at least a quorum of the Board to attend in person.
 - b. 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 advise the presiding officer of the proposed remote participation.
 - c. Appropriate technological tools will be used to ensure that the voice of the remote participant can be heard by everyone present in the meeting room, and to ensure that the remote participants can hear anyone speaking in the meeting room.
9. The Board will endeavor to hold a retreat-workshop 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 Board Rules of Procedure**

Title: **Election of Officers**

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

Policy Number: **GP-3 Board Rule of Procedure Three**

Resolution No.: **U-11133**

Revision Date:

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.

Commented [CJ2]: These guidelines are written with flexibility to accommodate volatility in officer rotation without having to re-write this rule



PUBLIC UTILITY BOARD POLICY

Category: **Governance Process Board Rules of Procedure**

Title: **Duties of Officers**

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

Policy Number: **GP-4 Board Rule of Procedure Four**

Resolution No.: **U-11133**

Revision Date:

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.

Commented [CJ3]: Clerk acts as a proxy for the Board Secretary w/o ability to vote or make motions. Roberts Rules carries, so need for this.

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PUBLIC UTILITY BOARD POLICY

Category: **Governance Process Board Rules of Procedure**

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 Board Rule of Procedure Five**

DESIGNATION AND DUTIES OF THE CLERK OF THE BOARD²

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;

² TMC 1.06.660

5. Administer, fFile 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.

Commented [CJ4]: All this language is taken straight from TMC



PUBLIC UTILITY BOARD POLICY

Category: **Governance Process Board Rules of Procedure**

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

Resolution No.: **U-11133**

Revision Date:

Title: **Conduct of Members During Meetings of Procedure**

Policy Number: **GP-6 Board Rule of Procedure Six**

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 Board Rules of Procedure**

Title: **Conduct of Public**

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

Policy Number: **GP-7 Board Rule of Procedure Seven**

Resolution No.: **U-11133**

Revision Date:

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. Unless otherwise determined by the Chair, public comments shall be limited to three (3) minutes per person.
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.



PUBLIC UTILITY BOARD POLICY

Category: **Governance Process Board Rules of Procedure**

Title: **Order of Business**

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

Policy Number: **GP-8 Board Rule of Procedure Eight**

Resolution No.: **U-11133**

Revision Date:

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 for items not listed on the agenda but under the jurisdiction of the Board.
 - 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

Commented [CJ5]: Roberts Rules Order of Business: Call to Order; Roll Call; Approval of Minutes; Reports; Time-sensitive situations; Unfinished Business; General items; New Business.

Commented [CJ6]: Keep consent agenda as an option.

- 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 Board Rules of Procedure

Title: **Motions and Precedence**

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

Policy Number: GP-9 Board Rule of Procedure Nine

Resolution No.: **U-11133**

Revision Date:

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.

Commented [CJ7]: Deleted per our current practice of Chair utilizing motionless recess and adjournment.

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.~~

Commented [CJ8]: Deleted; no longer necessary as change is reflected in rule 2. duplicative.



PUBLIC UTILITY BOARD POLICY

Category: **Governance Process Board Rules of Procedure**

Title: **Resolutions and Motions**

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

Policy Number: **GP-10 Board Rule of Procedure Ten**

Resolution No.: **U-11133**

Revision Date:

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 reviewed and approved as to form and reviewed for legal correctness by the City Attorney's Office or his/her representative.

Commented [CJ9]: Prefer to keep consent agenda as an option if it is ever decided to utilize it in the future

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 Board Rules of Procedure**

Title: **Miscellaneous**

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

Policy Number: **GP-44 Board Rule of Procedure Eleven**

Resolution No.: **U-11133**

Revision Date:

1. Amendments to these rules shall be by resolution, introduced to the Board at a any regular or special meeting and laid over until the next regular or special meeting, then enacted only by an affirmative majority vote of at least three members; a quorum.
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.

Commented [CJ10]: During the pandemic, all meetings were special, so we had to wait until 2023 to change the hybrid rule in BR2. This eliminates that issue. Also, voting now mirrors Rule 2.