

MEMORANDUM

September 19, 2019

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Willie Adams, Vice President
Hon. Gail Gilman
Hon. Victor Makras
Hon. Doreen Woo Ho

FROM: Elaine Forbes
Executive Director

SUBJECT: Informational presentation and possible action on potential updates and changes to the Port Commission Rules of Order

DIRECTOR'S RECOMMENDATION: INFORMATIONAL PRESENTATION ONLY

Following the Port Commission's discussion and request of staff on May 28, 2019 during an ethics presentation from Deputy City Attorney, Andrew Shen, Port staff have outlined potential updates and changes to the Port Commission Rules of Order to conform with other City policy bodies and to reflect best practices. Port staff have drafted potential changes to the Port Commission Rules of Order for the Port Commission in the Attachment. Port staff consider it a policy decision for the Port Commission whether to adopt the proposed changes to the Rules of Order outlined in the Attachment. Proposed changes are highlighted and underlined.

The San Francisco Charter Sections 4.101-4.103 set forth the general powers and duties of boards and commissions of the City and County of San Francisco. The powers and duties enumerated in those sections relate to the general organization and operation of each commission and the holding of regular and special meetings. Charter Section B3.581 enumerates the specific powers and duties of the Port Commission. The Charter empowers and requires the Port Commission to use, conduct, operate, maintain, manage, regulate and control the Port of San Francisco.

The Port Director has the duty to implement the Port Commission's policies, to execute priorities and programs, and to manage staff.

THIS PRINT COVERS CALENDAR ITEM NO. 6B

RULES OF ORDER:

According to Roberts Rules of Order, every governmental body has an inherent right to regulate its own procedure subject to the provisions of the constitution, statutes, charter or other controlling authority. Although governmental bodies have the right to adopt special rules governing some of their procedures, none of these adopted rules can conflict with the law or with public policy.

The Port Commission has adopted Rules of Order, but these rules have not been updated for some time.¹ Under Charter Section 4.104(a)(1) amending the Rules of Order requires a hearing and 10-day prior public notice.

Below are potential changes that would modernize and conform the Rules of Order to conform with other City policy bodies and best practices.

1. **Port Commission Officers.** In February 1994, the Rules of Order was amended to limit the terms of Port Commission officers.

Port staff reached out to different city boards and commissions regarding their policy and found that the Airport Commission, the San Francisco Municipal Transportation Agency, and the Planning Department have no term limit restrictions on serving consecutively in the same position. The Public Utility Commission does have term limits such that commission officers can only serve consecutively for one full one-year term. To provide continuity of knowledge and oversight of Port operations, the Port Commission may revisit this policy to determine what is appropriate for the commission.

The policy rationale for term limits is to require upfront rotation in officer positions to provide opportunity for other members of the commission to serve in the officer position. While the Port Commission votes annually on the officers and has free latitude to select new officers and rotate opportunities, the upfront term limit force a change in commissioners serving in officer roles every two years.

The policy rationale against term limits is that the Port Commission has freedom to choose officers every year, and the upfront term limit requirement restricts Port Commissioners from exercising authority to choose among all the Port Commissioners. There are specific circumstances and goals, such as continuity, ability to complete an initiative or program through the executive director and her staff, a high functioning president and/or vice president, continuity for the executive director in terms of governance approach, process, and goals and objectives, and time limitation and/or interest of other members to serve that would support, and make preferable, Port Commission Officers serving for more than two years.

- a. Current language – “No officer may serve for more than two years consecutively in the same office.”

¹ The Port Commission last amended the Rules of Order in 2006 to update the regular meeting schedule and add a policy governing Port Commissioner attendance.

- b. Proposal – Either delete reference to term limits for Port Commission officers or set the term limit to four years.
2. **Port Commission Secretary.** The Commission Secretary currently must attend ALL Commission meetings which is impractical.
- a. Current language – “The Port Commission Secretary shall attend all regular and special meetings of the Commission.”
 - b. Recommended language – “The Port Commission Secretary endeavors to attend all scheduled regular and special meetings of the Commission but on occasion, may miss a meeting. At such time, the Commission Secretary, with the concurrence of the Port Director, will designate a member of Port staff to attend the meeting in his or her place.”

The attachment to this report includes redlines to the Port Commission Rules of Order that would remove or increase the term limits and allow the Port Commission Secretary to delegate her/his duties at a commission hearing to another staffer and to make non-material revisions/corrections to the Rules of Order.

NEXT STEPS:

Port staff have drafted proposed changes to the Port Commission’s Rules of Order to remove or increase the term limits and allow the Port Commission Secretary to delegate her/his duties at a commission hearing to another staffer if necessary. Whether to implement these changes is a policy decision for the Port Commission.

Prepared by: Amy Quesada
Port Commission Affairs Manager

Elaine Forbes
Executive Director

Attachment: Proposed Changes to the Rules of Order

**PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 19-38

WHEREAS, San Francisco Charter Sections 4.101-4.103 set forth the general powers and duties of boards and commissions of the City and County of San Francisco; and

WHEREAS, According to Roberts Rules of Order, every governmental body has an inherent right to regulate its own procedure subject to the provisions of the constitution, statutes, charter or other controlling authority; and

WHEREAS, Although governmental bodies have the right to adopt special rules governing some of their procedures, none of these adopted rules can conflict with the law or with public policy; and

WHEREAS, The Port Commission has adopted Rules of Order and wishes to update and revise such rules to revise provisions regarding term limits for Officers; address Commission Secretary absences and make other non-material corrections as described in more detail in the Memorandum to the Port Commission dated September 19, 2019, now, therefore be it

RESOLVED, That the Port Commission adopts the amendments to the Rules of Order as described in the Memorandum to the Port Commission dated September 19, 2019.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 24, 2019.

Secretary

ATTACHMENT 1

RULES OF ORDER

SAN FRANCISCO PORT COMMISSION CITY & COUNTY OF SAN FRANCISCO

(Amended September 2019)

ARTICLE I

MEMBERS AND OFFICERS – ELECTIONS

1. There are five Commissioners duly appointed by the Mayor.
2. Among the Commissioners, a President and Vice President will be elected. They will serve a one-year term or until a successor is elected. Elections will be held every year at the first calendared meeting in January.

~~Alternative #1: No officer may serve for more than two years consecutively in the same office.~~

Alternative #2: No officer may serve for more than four years consecutively in the same office.

STAFF

1. There will be an Executive Director who is nominated by the Commission but approved by the Mayor, in accordance with the City Charter, Section B3.581(h). The Executive Director serves at the pleasure of the Commission for an indeterminate term.
2. There will be a Commission Secretary who is also appointed by the Commission under Section ~~3.500(h)~~ 4.102(9) of the Charter, and will serve at the pleasure of the Commission for an indeterminate term.
3. In accordance with Charter Section B3.585, the City Attorney shall be the legal advisor of the Commission. Special counsel may be appointed with the consent of the Mayor and the approval of the City Attorney.

ARTICLE II

MEETINGS

1. Regular meetings shall be held on the second Tuesday of each month, and again on the fourth Tuesday during the months of February, March, April, May, September and October. There will be one regular monthly meeting during the months of January, June, July, August, November and December and two

regular monthly meetings during the months of February, March, April, May, September and October. The meetings will commence at 2:00 p.m. for closed session and a time certain of 3:15 p.m. for open session. Closed sessions may be reconvened prior to adjournment. Meetings will be held in the Port Commission hearing room on the second floor of the Ferry Building.

2. A resolution ~~or motion~~ must be adopted by the majority of the Port Commission Members. Three Members present constitute a quorum for transaction of business.
3. Whenever a special meeting is held at any place other than the regular meeting place, public notice of the time and place of such meeting shall be given at least 15 days prior to such meeting.
4. Special Meetings of the Commission may be called at any time by the President or by a majority of the Members of the Commission by delivering personally or by mail, written notice to each Member of the Commission and to each local newspaper of general circulation, radio or television station requesting notice in writing. Such notice shall be delivered personally or by mail at least 72 hours before the time of such meeting, as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Commission. Such written notice may be dispensed with as to any Member of the Commission who, at or prior to the time the meeting convenes, files with the Secretary of the Commission a written waiver of notice. Such waiver may be given by telegram ~~fax or email~~. Such written notice may also be dispensed with as to any Member of the Commission who is actually present at the meeting at the time it convenes.
5. At least 72 hours before a regular meeting, an agenda shall be posted containing a meaningful brief description of each item to be discussed or transacted at the meeting, shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public and at the public library.

ARTICLE III

PROCEEDINGS OF THE COMMISSION

1. All actions taken by the Commission shall be by resolution.
2. A record of the vote on any resolution or motion shall be made by a roll call vote of "ayes" and "no's" in the minutes of the Commission. The proceedings of the Commission shall be carried on in such a manner and such dispatch as may be mutually agreeable to the Members of the Commission. Whenever requested by any Commissioner, Robert's Rules of Order shall be applied for the governing of any proceeding, and thereupon no resolution shall be considered or other action taken, until the same has been duly moved, seconded and carried. All

resolutions passed by the vote of the Commissioners present at any meeting shall be deemed to have been moved, seconded and passed in due form.

3. Except this rule and such other of these Rules of Order as are restatements of the Rules of the Charter, ordinances or resolutions of the Board of Supervisors, or other positions of the law, any of these Rules of Order may be suspended by the affirmative vote of the majority of the Members of the Commission, provided that such suspension is entered upon the Minutes of the Commission.
4. Privilege of the Floor may be granted to any member of the public, or officers of the City and County of San Francisco, or their duly authorized representatives for the purpose of commenting on any questions before the Commission. The presiding officer may limit to three minutes the time allocated to each speaker, provided, however, that time may be extended with the consent of at least three Commissioners.

ARTICLE IV

COMMITTEES

1. The President may from time to time, appoint such advisory committees as will assist in the transaction of the business of the Commission.

ARTICLE V

PRESIDENT

1. The President shall be the official head of the San Francisco Port Commission, shall preside at all meetings and shall have the right to vote.
2. The President may call special meetings at his or her discretion and shall call meetings at the request of any three Members of the Commission.
3. The President shall be an Ex Officio Member of all committees.

VICE PRESIDENT

1. The Vice President shall act or perform all the duties of the President in case of absence or disability of the President.

SECRETARY

1. ~~The Commission Secretary shall attend all regular and special meetings of the Commission and keep a true and accurate record of the proceedings and the Minutes of the meeting.~~ The Port Commission Secretary endeavors to attend all scheduled regular and special meetings of the Commission but on occasion, may miss a meeting. At such time, the Commission Secretary, with the concurrence of the Port Director, will designate a member of Port staff to attend the meeting in his or her place. The Commission Secretary shall keep a true and accurate

record of the proceedings and the Minutes of the meeting. Copies of the Minutes shall be typed and furnished to each Member of the Commission prior to the next stated meeting. Original copies of minutes, bearing the signature of the Secretary shall, following approval, be bound and kept in permanent volumes, entitled "Minute Book."

2. The Commission Secretary shall also keep intact the original copy of, and index, all resolutions of the Commission, with a record thereon of the vote, or other action, and when convenient, shall bind such documents into permanent records in books entitled "Port Resolutions." All resolutions shall be in numerical order.

ARTICLE VI

ATTENDANCE AT MEETINGS

ATTENDANCE REQUIREMENTS

1. As each individual Commissioner's expertise is highly respected and critical to setting policy for the Port, it is the goal of the Members of the Port Commission to have full attendance at all meetings. Except in the event of a notified absence (defined below), each Member of the Port Commission is expected to attend each regular, special or recessed meeting of the Port Commission. No Member shall leave the Port Commission meeting while in session without permission of the presiding officer. The Port Commission Secretary shall maintain a record of Members' attendance.

NOTIFIED ABSENCES

1. A Member's absence shall constitute a "notified absence" where the Member, in advance of the meeting, informs the Port Commission Secretary that the Member will be absent. An absence due to unforeseen circumstances such as illness or emergency shall also qualify as a notified absence where the Member reports such absence to the Port Commission Secretary as soon as reasonably possible. The Port Commission Secretary shall record as non-notified all absences involving neither advance notice nor unforeseen circumstances.

REPORT TO THE APPOINTING AUTHORITY

1. The Port Commission Secretary shall report all instances of non-notified absences as well as any instance of three consecutive absences of a Member from regular meetings in a fiscal year to the Office of the Mayor, as the appointing authority.

ANNUAL ATTENDANCE REPORT

1. At the end of each fiscal year, the Port Commission Secretary shall submit an annual attendance report to the Mayor's Office, with a copy to each Commissioner, detailing commission attendance at all meetings of the Port Commission for that fiscal year.

ARTICLE VII

AMENDMENTS

1. These rules may be amended by resolution passed by the Commission.
2. Copies of the amendments shall be mailed promptly to the Members of the Commission.