



MEMORANDUM

February 4, 2022

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

FROM: Elaine Forbes
Executive Director 

SUBJECT: Informational presentation and possible action on a proposed amendment to the Port Commission Rules of Order modifying the Commission's regular meeting schedule

DIRECTOR'S RECOMMENDATION: Approve the Attached Resolution No. 22-05

EXECUTIVE SUMMARY

Port staff have drafted a potential change to the Port Commission Rules of Order to modify the Port Commission's regular meeting schedule to reduce the frequency of meetings to the second Tuesday of each month, and again on the fourth Tuesday during the months of February and April. Currently, the Port Commission regularly meets on the second Tuesday of each month, and again on the fourth Tuesday during the months of February, March, April, May, September and October. This change would reduce the number of meetings in a calendar year from 18 to 14.

This proposed change to the Rules of Order is reflected in the Attachment as red and underlined text. Port staff consider it a policy decision for the Port Commission whether to adopt the proposed change.

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

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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.

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 are updated infrequently.¹ Under Charter Section 4.104(a)(1) amending the Rules of Order requires a hearing and 10-day prior public notice. A notice of hearing was posted at the Government Information Center at the San Francisco Public Library and on the Port's website on January 28, 2022.

PROPOSED CHANGE

The policy rationale for reducing meeting frequency is economic efficiency. After reviewing the Commission meeting schedule and agenda setting requirements necessary to meet the Port's work schedule, Port staff do not believe a reduced schedule will interrupt business needs. However, less frequent meetings will require staff to plan strategically for items requiring Port Commission approval and will give the Commission the opportunity to use the consent calendar to the extent possible.

If the Port Commission chooses to adopt this proposed change to its Rules of Order, Article II, Section 1 of the Rules of Order will state as follows:

“Regular meetings shall be held on the second Tuesday of each month, and again on the fourth Tuesday during the months of February and April. There will be one regular monthly meeting during the months of January, March, May, June, July, August, September, October, November and December and two regular monthly meetings during the months of February and April. The meetings will commence at 2:00 p.m. for closed session, if any, 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, unless noticed otherwise.”

¹ The Port Commission last amended the Rules of Order in 2019 to revise provisions regarding term limits for Officers and address Commission Secretary absences. Prior to that, the last amendment was in 2006 to update the regular meeting schedule and add a policy governing Port Commissioner attendance.

The attachment to this report includes redlines to the Port Commission Rules of Order that would change meeting frequency and make other non-material revisions to the Rules of Order.

RECOMMENDATION

Port staff recommends approval of the proposed change to the Port Commission Rules of Order modifying the regular meeting schedule. Whether to implement this change is a policy decision for the Port Commission.

Prepared by: Carl Nicita
Commission Affairs Manager

For: Elaine Forbes
Port Director

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

RESOLUTION NO. 22-05

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 modify the regular meeting schedule and make other non-material revisions as described in more detail in the Memorandum to the Port Commission dated February 4, 2022, 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 February 4, 2022.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of February 8, 2022.

Secretary

RULES OF ORDER

SAN FRANCISCO PORT COMMISSION CITY & COUNTY OF SAN FRANCISCO

(Amended ~~September 2019~~ February 2022)

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. 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 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 ~~and March,~~ April, ~~May,~~ ~~September and October.~~ There will be one regular monthly meeting during the months of January, ~~March, May,~~ June, July, August, ~~September, October,~~ November and December and two regular monthly meetings during the months of February, ~~March, and~~ April, ~~May, September and October.~~ The meetings will commence at 2:00 p.m. for closed session, if any, 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, unless noticed otherwise.

2. A resolution 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 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 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.