

Port of St. Helens Policy Manual

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Date Proposed: May 24, 2006
Date Adopted: June 28, 2006
Date Revised: September 9, 2015

Policy Adoption, Format and Organization

-Overview-

The Port of St. Helens will have a policy manual to orient new board members and act as a guide for conducting public business, meetings, and behavior. A policy guide will help eliminate unnecessary disagreements and confusion, because the rules will be specified in writing.

Policy Adoption

A combination of Policy and Administrative Procedure will guide Port operations and behavior. Policy is set by the Board of Commissioners and Administrative Procedures developed by the Executive Director to implement policy. Both Policy and Administrative Procedure are adopted by the Board of Commissioners following two public readings of new policies or one reading of revised policies.

Policy	“The What”	<i>Direction</i>
Procedure	“The How”	<i>Implementation</i>

Format

Each Policy/Administrative Procedure will have a unique number, date of adoption, and dates of revisions typed in the upper right-hand corner of each policy title page. Only the most recent adoption is kept in the Policy Book. Earlier versions of the policy may be retained elsewhere for historical purposes.

Policy and administrative procedure may be combined in a single document, usually policy. Both should be evaluated on an annual or biannual basis for content, direction and appropriateness. Evaluation of Procedures should be conducted annually to determine effectiveness of each procedure in meeting the goals or behavior of the correlated policy.

Language used in writing both policy and administrative procedures will be easily understood by the layman. A uniform font (12 pt Times New Roman) and format will provide a further element of standardization to this document. Drawing and sketches may be included if their inclusion enhances communication of the elements of the policy or procedure.

Copies of the policy book will be printed, or available on-line, and kept up-to-date with revisions, additions or deletions to policy or procedures.

Organization of Policy Book

A uniform numbering system delineating major categories of Port operation, function or direction will aggregate policies similar in nature. A number sequence is allocated below:

001-100	<u>Board Guidelines, Function and Organization</u>
101-200	<u>Port Administration and Operation</u>
201-300	<u>Fiscal Policy</u>
301-400	<u>Personnel</u>
401-500	<u>Facilities/Property</u>
	401-420 <u>General</u> :
	421-440 <u>Airport</u> :
	441-460 <u>Marina</u> :
	461-480 <u>Port Westward Energy Park</u> :
	480-500 <u>Other Industrial Lands</u> :

Documents related to Policy may be added to the Policy Manual, but included in an Appendix at the end of the book.

Date Proposed: May 24, 2006
Date Adopted: October 29, 1997
Date Revised: September 9, 2015

Board Duties and Responsibilities

-Notes-

Earlier versions of this policy contained a Code of Ethics, ORS 244.040. This is now found in Appendix A of the Policy Manual. Conflicts of Interest, ORS 244.120, is in Appendix B.

1. Communications

Develop regular channels of communication with commissioners and the staff.

Encourage participation of staff members on appropriate committees.

Develop procedures for bringing staff opinions and recommendations to the commission, as well as commission opinions and decisions to the staff.

Invite clients, other local governments, and groups to commission or committee meetings or other types of commission-sponsored assemblies to explore and develop approaches to common concerns.

Recognize that information obtained in Port Executive Sessions may be non-public and confidential, making disclosure a breach of trust.

Make use of educational sessions, workshops and seminars to further understanding of issues.

Respect the opinion of other members and accept the principle of majority rule in commission decisions.

2. Financial

Provide for the preparation and subsequent adoption of an annual budget.

Monitor district finances and the budget, setting policy or taking actions to ensure the fiscal integrity of the organization.

Review monthly financial reports, to include a listing of all payments made during the reporting period. Designate Commission and staff members authorized to sign checks. Checks will require two signatures, which may be two staff members or a combination of staff and Commissioner.

Develop cash reserve policies.

3. Policies, Objectives and Plans

Develop and approve annual and long-range plan for growth and development for the organization.

Receive an annual report from the Executive Director concerning the conditions, efficiency and needs of the Port of St. Helens (June, State of the Port Address).

Adopt policies for the organization.

Act as a Commission as a whole:

- a. To approve specific important projects.
- b. To approve any significant departure from established plans or policy recommendations.
- c. To receive and pass on advisory board, committee or other planning body recommendations.
- d. To ensure that program objectives are assigned to the proper planning or implementing subgroups.
- e. To annually approve and/or review contracts binding the organization.
- f. To approve major changes in the district's organization or structure.
- g. To approve preliminary and final project plans and specifications, as well as acquisition and disposal of property.
- h. To provide Port facilities for implementing the Port's programs, operations and maintenance. The purchase of equipment and supplies within the scope of an approved budget is an administrative responsibility.
- i. To adopt Port of St. Helens resolutions and ordinances.
- j. Where applicable, to bring other local governments or community groups into the planning and decision-making process.

4. Management

Select the district president and other officers per ORS 777.140.

Select, employ and evaluate a professionally trained and Executive Director.

Hire all employees of the Port upon recommendation of the Executive Director.

Define the duties and responsibilities for the president, Executive Director, officers and major advisory board or committee chairpersons.

Receive and consider recommendations from the Executive Director in all matters of policy, salary schedules or other personnel matters of significance.

Select legal council and consultants for the commission.

Authorize officers, staff or commission agents to enter into contracts, license agreements or to sign other written instruments and to take financial actions with subsequent Board notification.

Approve the plan, form and amount employee compensation, including salaries, bonuses, vacation, travel, etc.

Evaluate the performance of the Executive Director annually.

Approve the form and amount of reimbursement for commissioners.

Approve programs for management development.

Provide advice and consultation to management on matters within the purview of the commission's responsibilities.

5. Employee Relations

Approve employee benefit plans.

Insist that personnel complaints go through a proper chain of command.

Approve contracts with and between any unions involved with the organization.

Confirm that an annual evaluation review was completed on all staff from the Executive Director no Later than 15 August annually.

Review and approve management compensation and benefit plans.

6. Control

Identify types of information needed by the commission to effectively analyze the district's directions and achievement. Create a process for collecting and analyzing information.

Participate in regular physical visits to district assets.

Realize that the citizens within the boundaries of the district are the true "owners" of the district.

Review and assess the organization's performance against objectives, resources, plans, policies and services rendered.

Analyze major "shortfalls" in relation to adopted goals.

Identify obstacles, sense changing needs, and propose new directions or goals.

Ensure that the district is in compliance with all federal, state and local laws.

7. Board of Commissioners

Appoint, change or abolish advisory boards or commissions of the Port commission.

Appoint and compensate outside auditors and legal counsel.

Approve contracts for professional services by and for the commission.

Do not make commitments on any matter that should come before the commission as a whole.

No individual commissioner has a legal status to act for the district or commission.

When a quorum of the commission meets to deliberate or decide a public matter, the meeting is considered a public meeting and must comply with all the requirements of Oregon Public Meeting Laws (ORS 192).

Port commissioners shall not have in their possession Port of St. Helens stationary. Letters shall not be sent on behalf of the Port of St. Helens by an individual Commissioner unless there is Board approval to do so.

8. Public Accountability

Encourage members of the public to attend open meetings.

There shall be a place on meeting agendas for comments and presentations by members of the public.

Inform the public concerning the progress and needs of the district and solicit and consider public opinion as it affects programs and services provided by the district.

Seek public input on the wishes and needs of the public.

Spend the district's money with prudence and trust.

Implement all actions required by law.

Date Proposed: June 14, 2006
Date Adopted: June 28, 2006
Date Revised: September 9, 2015

Authority of Board Members

1. The Commission shall not be bound in any way by any statements or actions on the part of any individual Commissioner or employee.
2. All business must be conducted at legal meetings. If a proposition or complaint comes to a Commissioner, the Commissioner shall not commit the Commission. Routine matters should be referred to the Executive Director. Matters of policy should come before the Commission.
3. All Port business brought to the attention an individual Commissioner shall be handled in the following manner:
 - a. Determine whether the stated business shall be referred to the Executive Director, the appropriate staff person or the Commission.
 - b. Direct the constituent to either call the Port office or to appear at the next Commission meeting and discuss the matter with the entire Commission.
 - c. No district business decision is ever made by an individual Commissioner outside an official Commission meeting.

Date Proposed: June 14, 2006
Date Adopted: June 28, 2006
Date Revised: September 9, 2015

Board/Executive Director Relations

The Board shall:

Understand that a commissioner's basic function is policy-making, not administrative. Acknowledge that the Port's Executive Director is responsible for and in charge of all Port facilities.

Recognize that the Executive Director should have full administrative authority for properly discharging the duties of managing the operation within the limits of established commission policy.

The Executive Director shall be the chief executive officer and shall be responsible for the professional leadership necessary to translate the will of the Board into administrative action.

The Executive Director shall be responsible for all aspects of the Port of St. Helens operations and facilities and for such duties and powers pertaining thereto as directed by the Board, and to develop such procedures and regulations as he/she considers necessary to ensure efficient operation of the Port.

The Board assumes the Executive Director is professionally able and possesses outstanding qualities of leadership, vision and administrative skills and that the Executive Director will implement all Board policies in good faith.

The Executive Director can assume that the Board will respect the Executive Director's professional competence and extend to him/her full responsibility for implementation of the Board policy decisions.

Date Proposed: June 14, 2006

Date Adopted: June 28, 2006

Date Revised: September 9, 2015

Training, Education and Conferences

1. It is the policy of the Port of St. Helens to encourage Commissioner and staff development and performance by reimbursing reasonable expenses incurred for registration, travel and lodging as a result of authorized training, participation with professional organizations and attendance at state, regional and national conferences.
2. Port staff is responsible for timely conference registrations, travel and lodging arrangements. Commissioners may make their own travel arrangements but will be reimbursed only the amount of the lowest available economy fares. Expense reporting forms will be provided to each Commissioner and staff attending a conference.
3. Upon returning from conferences, seminars, workshops, etc., each Commissioner or staff member will prepare a report or make a verbal report during the next Commission meeting, detailing what was learned at the session(s) that will benefit the Port. Materials will be turned in to Port staff so that other Commissioners and staff may have access to them.

Date Proposed: June 14, 2006

Date Adopted: June 28, 2006

Date Revised:

Bonding

The Port of St. Helens shall require a bond or irrevocable letter of credit for any member of the Commission or any officer or employee of the District who is charged with possession and control of District funds and properties. The amount of the bond shall be fixed by the Commission of the District. The premium of the bond shall be fixed by the Commission of the District. The premium shall be paid from District funds. The letter of credit shall be issued by a United States commercial bank.

Port of St. Helens
Policy 007
Title: Board Compensation and Expenses

Date Proposed: June 14, 2006

Date Adopted: June 28, 2006

Dates Revised: August 9, 2017

Board Compensation and Expenses

A Port Commissioner may not receive over \$50.00 per day or a maximum of \$1,000.00 per calendar month as compensation for services performed as a member of the governing body, except for reimbursement of reasonable expenses as approved per Resolution 2017- 46. Such compensation shall not be deemed lucrative. The governing body may provide for reimbursement of a member for traveling and other expenses necessarily incurred by a member in performing official duties within ORS 198.190.

Pursuant to Resolution 2017-46 and effective as of August 9, 2017, each individual Port Commissioner shall receive a reimbursement for reasonable expenses of \$150.00 per month (“reimbursement”), continuing each and every full calendar month thereafter during their term of office. The reimbursement is in addition to the \$50.00 per day/\$1,000 per month maximums outlined above and is intended to pay for reasonable expenses necessarily incurred as a member of the Port Commission. The reimbursement will be sent to each Commissioner automatically every month, without the need for a request or itemized billing. Each Port Commissioner may use the reimbursement at their individual discretion in whatever manner they choose, so long as it is used to pay reasonable expenses incurred in the performance of their duties as a Port Commissioner.

The Board of Commissioners should approve in advance of the Fiscal Year the annual spend plan/conference schedule to account for anticipated Commissioner Conferences and Travel expenses.

Date Proposed: July 10, 2013
Date Adopted: July 10, 2013
Date Revised: June 28, 2006
July 10, 2013

Organization of the Commission

1. At the first Commission meeting in July of each year, there shall be elected a President, Vice President, Secretary, Treasurer and Assistant Secretary Treasurer. Each officer so elected shall take office immediately and shall serve until his/her successor is elected and qualified to serve. In order for a member of the Commission to be eligible for nomination for office of President or Vice President, he/she shall have served one previous year on the Board of Commissioners.
2. If the President should resign or for any reason be unable to fulfill his/her obligation during his/her term of office, the Vice President shall automatically fill the position of President. In the event any other office becomes vacant, the position found vacant shall be filled at the next regular meeting of the Board of Commissioners by nomination and vote of the remaining Commissioners.
3. The duties of the President shall be to preside at all meetings/work sessions of the Commission, to sign all documents which require a formal signature of the Commission, to create special committees, and to appoint Commissioners to those special committees. Commission concurrence will be required on the creation of special committees and the appointment to those committees. The President shall be called upon for the final individual vote on roll-call votes.
4. The Vice President shall preside in the absence of the President and shall perform such duties as may be assigned by the President.
5. A person who shall not be a member of the Board of Commissioners shall be hired to take the minutes of all Commission meetings.
6. Legal Reference: ORS 777.140

Date Proposed: June 14, 2006
Date Adopted: June 28, 2006
Date Revised: September 9, 2015

Meetings of the Commission

1. The Commission shall establish a yearly calendar of regular monthly meeting dates and times at the first meeting of the new calendar year. Regular meeting dates may be changed by the majority vote of the Commission.
2. Special meetings may be called by the President at any time or by any three members of the commission. Notice thereof shall be given to every member not less than two (2) days in advance, if possible, unless such notice is waived by the members. No business shall be transacted at any special meeting which does not come within the purpose or purposes set forth in the call for the meeting, unless all members of the Commission are present and agree to consideration of the additional items.
3. All meetings of the Commission shall be subject to the State of Oregon Public Meetings statutes (ORS 192.620).
4. A quorum shall consist of a majority of the Commission. If the scheduled meeting time arrives and a recognized quorum is not assembled, the meeting may be officially canceled after a fifteen (15) minute waiting period.
5. At an appropriate time during each public meeting, the members of the general public in attendance at the meeting shall be offered an opportunity for comment, or to bring issues before the Commission that may otherwise not have been included on the agenda. (Limited to two (2) minutes per individual unless arrangements are made with the Commission President in advance.)

Additionally Commissioners may present topics or issues to the Commission that may not have been included on the agenda during that portion of the meeting set aside for Commissioner Reports. In either instance, official action will be initiated only upon unanimous vote of the Commission to place the item on the agenda for action at that time.

6. The order of business at a regular meeting of the commission shall be:
 - a. Call to Order
 - b. Introductions
 - c. Public Comment

- d. Minutes of Previous Meeting(s)
- e. Financial Reports
- f. Business Items
- g. Executive Director Report
- h. Commissioner Reports
- i. Executive Session
- j. Adjournment

Listed below is the procedure which allows an orderly discussion of each issue:

- a. Staff report and recommendation
- b. Motion and second (if appropriate)
- c. Comments or questions from individual Commissioners
- d. Additional comments from individual Commissioners
- e. Action

The order of business may be changed by the Chairperson if necessitated by unanticipated events.

7. The Attorney General's Public Meeting Manual shall be followed except as otherwise specified by policy

Minutes of the Meetings

1. The official minutes of the Commission meetings, signed by the President and Secretary shall be kept in accordance with the provisions of ORS 192.650 and shall be made available to citizens desiring to examine them, subject to the State of Oregon Public Records statutes.
2. Copies of the minutes shall be prepared as soon as practical after each meeting and shall be distributed to all Commissioners.

Port of St. Helens
Policy 010
Title: Telephonic Participation During
Port Commission Meetings

Date Proposed:
Date Adopted: October 26, 2005
Date Revised: September 9, 2015

Telephonic Participation during Port Commission Meetings

-Overview-

The purpose of this Port Policy is to specify the circumstances under which a Member of the Port Commission may participate in regular and special meetings and executive sessions by telephone. With advancements in communication equipment, telephonic meeting participation has become more popular within many local governments. However, telephonic participation has inherent limitations because telephonic participation effectively precludes a Commission Member from viewing documentary information presented during meetings, from fully evaluating a speaker's non-verbal language in assessing veracity or credibility, and from observing nonverbal explanations (e.g., pointing at graphs and charts) during a speaker's presentation or testimony. In addition, telephonic participation during executive sessions prevents the Port from ensuring compliance with state law and Port Commission Policy. The Commission finds that these limitations inherent in telephonic participation may produce inefficiencies in meetings, increase the expense of meetings, and may undermine the decision-making process, particularly in quasi-judicial matters.

-Statement of Policy-

A member of the Port Commission may participate in a meeting of the Port Commission by telephone only in accordance with this Policy. Telephonic participation shall be made available and shall be limited as follows:

- A. Telephonic participation shall be made available to a Port Commission Member when such Member's absence would otherwise constitute an excused absence in accordance with Port Commission Policy. It is the policy of the Port Commission that:
 - (1) The President shall excuse an absence of any Member where:
 - (a) The Commissioner contacted the President or Executive Director or other presiding officer in advance of the meeting regarding the reason for the absence; and
 - (b) The reason for the absence is due to circumstances that were unforeseeable or unavoidable, such as but not limited to, emergency,

illness, vacations scheduled well in advance of a meeting, or last minute familial obligations. An excuse shall not be granted where the Member's absence is due to the Member's desire to attend other meetings or functions unless such Member's attendance at such meeting or function was requested by the Port Commission.

- B. Telephonic participation is intended to be an infrequent or occasional substitution for physical attendance. Those Commissioners attending a meeting telephonically shall have their attendance recorded as "by telephone."
- C. Telephonic participation must permit clear, uninterrupted, and two-way communication for the participating Commission Member.
- D. A Commission Member may neither participate nor vote telephonically in a quasi-judicial public hearing; however, the Commission Member may maintain the telephone connection and monitor or listen to the hearing.
- E. Telephonic participation may not be available to a Commission Member during an Executive Session if any of the participants of the executive session object to telephonic participation.
- F. More than one Commission Member may participate telephonically during the same meeting where the telephone conferencing system permits clear, uninterrupted, and two-way communication for all participating Commission Members.
- G. The Port Commission may discontinue the use of telephonic participation by one or more Members during a meeting where the participation results in delays or interference in the meeting process; e.g., where the telephone connection is repeatedly lost, the quality of the telephone connection is unduly noisy, or a participating Member is unable to hear speakers using a normal speaking voice amplified to a level suitable for the meeting audience in attendance.

-Arranging for Telephonic Participation-

- A. To arrange telephonic participation, a Port Commission Member shall:
 - (1) Contact the President, Executive Director, or other presiding officer in advance of the meeting regarding the reason for the absence. Exceptions may be made when weather or other physical barriers such as fires or traffic accidents prevent a commissioner from getting to the meeting site.
 - (2) Provide a telephone number and any special calling instructions needed to facilitate the telephone contact. All Commission Members shall endeavor to advise of their intent to participate telephonically at the earliest possible time and not less than two (2) hours prior to the requested participation.
 - (3) Be available at the designated telephone number not less than ten minutes prior to the scheduled time of the meeting.

B. The Commissioner wishing to participate telephonically shall initiate the telephone contact not more than 10 minutes prior to the scheduled time of the meeting. Upon telephone disconnection during a meeting, the Port Commissioners in attendance shall make one attempt to re-initiate the telephone connection unless they decide to discontinue the telephonic participation in accordance with II(G) above.

- Effect of Telephonic Participation -

Telephonic participation shall constitute actual attendance for purposes of establishing a quorum or for any other purpose.

- Telephonic Participation by Non-Commission Members -

Upon request of the President or any two Commission Members, appointees of the Port Commission (e.g., the Executive Director and/or the Port Attorney or designees acting on behalf of and at the direction of the Executive Director or Attorney), may participate in a meeting of the Commission by telephone. For all other persons, telephonic participation shall not be permitted unless approved by a majority of a quorum present of the Port Commission.

- Limited Applicability of Policy -

This Policy shall only apply to regular and special meetings (including study sessions) of the Port Commission for the Port of St. Helens.

- Reasonable Accommodations -

The Port shall provide reasonable accommodation and shall waive or modify provisions of this Policy to provide handicapped Port Commission Members full and equal access to Commission meetings.

Port Agendas

-Overview-

To establish a protocol for adding items to a Board meeting agenda, allowing for adequate lead time for public notice, and provide for emergency additions to the agenda.

Adding Items to a Board Agenda

1. The Executive Director and Board President shall prepare an agenda for each regular Board meeting.
2. Board members and staff may request to place an item on the agenda no later than noon, Friday, of the week preceding the meeting. Requests shall be submitted to the Executive Director or Board President. In their absence, items shall be submitted to the Vice President or Deputy Executive Director. In situations where the Friday preceding the meeting is a holiday, the deadline moves to the Thursday preceding the meeting.
3. Any member of the public may request that a matter within the jurisdiction of the Board be placed on the agenda of a regular meeting subject to the following conditions:
 - a. A written request must be submitted to the Executive Director, at least five days prior to the scheduled meeting.
 - b. The Board shall be the sole judge of whether the request is or is not within the subject matter jurisdiction of the Board.
 - c. The Board will determine if the agenda item is appropriate for discussion in open or closed session of the Board.
4. Exceptions:
 - a. Issues that were presented after the agenda was distributed and are urgent - whose delay may cause harm to property, financial condition, policies or other objectives and purposes of the Port.
 - b. Additions supported by a majority vote of the Board
 - c. An emergency requiring action prior to the next regularly scheduled Board meeting.

Date Proposed: October 8, 2005
Date Adopted: March 15, 2006
Date Revised: September 9, 2015
Date Revised: January 28, 2016

Advisory Committees

The Purpose of an Advisory Committee:

An advisory committee is a group designed to broaden the scope of information that goes into the decision-making process. Members of the committee come from the community and represent a cross-section of interests and perspectives. Advisory committees play an important public relations role, as well as providing staff with a fresh perspective on planning, implementation and programmatic issues.

Limitations to an Advisory Committee:

Advisory committees must meet and adhere to the public meeting statutes and ethics laws. Advisory committees should be broad enough in composition to include citizens who may not be direct consumers of the services dealt with by the Committee, i.e. not primarily a committee of users of the services.

1. Public Meeting Requirements: An Advisory Committee is a "governing body" for purposes of the Public Meetings Law because it makes recommendations to the Port Commission. Therefore, an Advisory Committee must conduct its meetings in accordance with the Oregon Public Meetings Law found in ORS Chapter 192.

Compliance with the Public Meetings Law generally requires attention to Notice of Meetings, space and location limitations, accessibility for disabled persons, public attendance, voting, minutes and record keeping.

2. Public Records Law: Advisory Committees are also subject to the Oregon Public Records Law found in ORS Chapter 192. As a result, most records submitted to or generated by the Advisory Committee are open to public inspection unless they fall within a specific exemption from the law that permits nondisclosures.

3. Ethics: In some instances, Advisory Committee members may be subject to state laws relating to conflicts of interest, financial reporting and other disclosure requirements. Care should be taken to follow the rules found in ORS Chapter 244 when applicable.

Authority of Advisory Committees:

Advisory committees have authority to recommend actions to the Port, but shall not obligate the Port in any way. Communications from advisory committees, for external publication, must be approved by the Port's Executive Director, Commission President, or Port Property Manager.

Advisory Committee Responsibilities:

Advisory committees have no legal authority; therefore all their responsibilities are assigned at the discretion of the Executive Director or Port Commission. Responsibilities assigned to an advisory committee may include any or all of the following:

1. Program planning and development

Both ongoing and new programs require constant input on the effectiveness of present and future direction of the Port. A multitude of decisions must be made as programs and/or services meet the challenges of environmental change. This change may range from deterioration of infrastructure (building or dock improvements, paving, etc.) or planning for growth through subsequent expansion activities. The advisory committee should develop new ideas and recommend proposals for consideration for long-range planning, prioritization of capital expenditures, and expansion, modification and/or termination of existing programs, projects or activities.

2. Development of program policy

While advisory boards cannot create legally binding policies for the Port, they can help the Commission create policies which provide direction and support for programs and staff.

3. Planning and implementing public relations

An advisory committee, which includes highly networked community members, can be effective in sharing information about Port programs, facilities and services.

4. Research and Development Committees (Subcommittees)

Advisory committees may form subcommittees or research and development (R/D) groups which have assigned tasks in specific areas or focus. For example, a group of members of the original advisory committee may be expanded to include other members from the public whose expertise would be valuable in evaluation, planning and implementation of a program or project. These R/D groups may be short-lived or longer, depending on the specific assignment. R/D group members are selected by advisory committee members for a term of two years. Members may be reappointed for extended terms by advisory committee members in cases where the task is yet to be completed.

Connecting with the Port Commission

It is advisable to have one member of the Commission appointed to each advisory committee. A lead staff member is or will be assigned to each advisory committee. The purpose of these additions is to enhance communication between an individual advisory group and the Port Commission-at-large. Port Commissioners greatly appreciate the work

of advisory committee members and want to be a support to members individually and supportive of their endeavors.

Selection and Appointments of Advisory Committee Members

It shall be the policy of the Port Commission to solicit applicants for new advisory committees and replacements on existing committees through published notices in local newspapers and announcement at a regularly scheduled Port meeting. Applicants will complete and return an application, to the Port, that includes reason for wanting to serve and a self assessment of the applicants proposed contribution to the committee. Each applicant for appointment will be evaluated on an objective basis, using the following criteria:

1. Residency - Appointments to certain boards and commissions must, by state law or local ordinance, be limited to residents of the Columbia County. It is preferable that all appointments be filled by county residents. However, persons living outside the county may be considered and appointed to positions, not legally restricted to county residents, when determined appropriate by the Port Commission.

2. Contributive Potential – The Port Commission shall evaluate the potential contribution that each applicant may make to a particular advisory committee before making an appointment. Factors to guide Commission in its evaluation of candidates could include:

- a. The recommendation of an applicant by the advisory committee.
- b. Desire and ability to perform public service.
- c. Ability to express ideas, concepts or philosophies.
- d. Experience in the community on other boards and committees.
- e. Special knowledge important to the focus of the advisory committee.
- f. Diversity in composition of the committee.

3. Duty to Disclose

An interested person must disclose the existence of or potential existence of financial interest and be given the opportunity to disclose all material facts to the Advisory Committee concerning the proposed transaction or arrangement. Conflict of interest shall be defined using the definition in the Port of St. Helens Policy Manual.

Applicants shall be invited to attend an interview of a joint meeting of an existing advisory committee and the Port Commission or of just the Port Commission, in the case of a newly formed committee, prior to selection. Appointment of individuals to serve on advisory committees will be made by a majority vote of the Port Commission and may serve on only one Port committee at any one time.

Terms of Appointment

Each advisory committee member is appointed for three years, with one-third of the members' terms expiring each year. For newly formed committees, tenure of members will be determined by lot, distributing members into one, two and three year terms.

Organization of Advisory Committees

At the initial meeting of newly formed advisory committees, a chairman, vice-chairman, and secretary will be selected by members and a meeting schedule set. Members will review Port policy establishing advisory committees and establish targets for activities and goals related to the focus of the advisory group.

Advisory Committee Budget

Advisory Committees will each be allocated \$300, annually, for incidental expenses associated with the committee.

Termination of Advisory Committee Members Term of Service

An appointed member of a Port advisory committee may terminate service by notifying the Port Executive Director in writing. Three unexcused absences from scheduled meetings in one calendar year may be reason for termination of a member's appointment by the Port Commission.

Date Proposed: June 14, 2006
Date Adopted: June 28, 2006
Date Revised: September 9, 2015

The Port in Context

-Overview-

This policy recognizes that we are in an era of partnerships, collaborations, and new relationships between the public and private sectors, related to economic development in Columbia County.

Public/Private Relationships

The Port needs to be viewed and operated in the context of a complex set of dynamics.

The Port is not the sole agent for economic development in Columbia County. We own and manage on behalf of the citizens of Columbia County, some vital properties, but these are only a portion of the inventory of lands available for industrial development now and in the future. Because of the multiplicity of properties and owners, it is important that this fact be recognized and reflected in the day to day operations of the Port.

The mission of the Port focuses on economic development and subsequent job creation. With others, in the public and private sector, also focused on economic development, it is imperative that the Port enter into a new era of collaboration, information sharing, and support for non-Port initiated development in the County. Collaboration must be built on respect, open and honest communications, relationship-building and support among the stakeholders county-wide.

The Port is not in competition with private development. Rather it is hoped that public/private partnerships will be formed in an ever changing format that responds to local issues, economic trends, and access to investment capital.

Collaboration is therefore promoted as a key element in Port functions.

Date Proposed:
Date Adopted:
Date Revised: September 9, 2015

Professional Services

1. Legal Counsel

An attorney shall be selected by the Commission. The Executive Director and President of the Commission may request any legal advice that may be needed in handling or in dealing with matters pertaining to the welfare of the Port of St. Helens. The Business Development Manager, Property Manager, and Finance Manager may also initiate a discussion with legal counsel for the purposes of reviewing documents. Individual Commissioners should coordinate with the President regarding direct legal counsel from the Port's attorney. The adequacy and cost benefit of Port legal council shall be reviewed every five years.

2. Auditor

An auditor shall be selected and appointed by the Commission and retained on a yearly retainer fee. The auditor must be a Certified Public Accountant and a member of the State Board of Accountancy roster authorized to conduct municipal audits. The Executive Director and the President of the Commission may request advice on any financial matter pertaining to the financial welfare of the Port of St. Helens. Individual Commissioners should direct requests through the Executive Director and/or the President. The adequacy and cost benefit of the Port auditor shall be reviewed not less than every three years.

3. Insurance Agent(s) of Record

An Insurance Agent(s) of Record shall be selected and appointed by the Commission. The Executive Director and the President of the Commission may request advice that may be needed in handling or in dealing with insurance matters pertaining to the welfare of the Port of St. Helens. The Business Development Manager, Property Manager, and Finance Manager may also initiate a discussion with the Port's Agent(s) of Record for the purposes of reviewing documents. Individual Commissioners should coordinate with the President regarding direct insurance counsel from the Port's Insurance Agent(s) of Record. Requests for proposals for Insurance Agent(s) of Record shall be solicited every five years.

Legal Defense for Port of St. Helens Commissioners

Purpose

The purpose of this chapter is to provide for the pursuit and protection of the Port's interests by ensuring that the Port of St Helens Commission will not be intimidated or deterred in the course of their duties. To that end, it shall be the policy of the Port of St. Helens to provide a full and complete defense for, and to indemnify, Port officials who are the subject of an action or proceeding for damages arising out of their position as a Port Commissioner and /or the performance of their duties.

Definitions

As used in this chapter, the term "Port official" means any and all persons serving the Port of St. Helens as elected or appointed members of the five-person Port of St Helens Commission, notwithstanding the fact that such Port official may have concluded service with the Port.

Request or motion for defense

- (a) Whenever an action or proceeding for damages is brought against any Port official, whether or not arising out of acts or omissions while performing, or in good faith purporting to perform, his or her official duties, such Port official may request that the Port authorize the defense of the action or proceeding at the expense of the Port. Such request must be made at a Port of St Helens Commission meeting, regardless of the date of filing of the action or proceeding for damages.
- (b) Alternatively, when the Commission is aware that such an action or proceeding has been brought against any Port official, the Commission may upon its own motion consider the defense and indemnification of such Port official.

Defense and indemnification

- (a) Upon request or motion made pursuant to this section, a majority of the Port of St Helens Commission shall determine whether, as a result of his or her position as a Port Official or the acts or omissions of the Port official against whom an action for damages has been brought were made in good faith and within the course and scope of his or her official duties, and whether such

acts or omissions were dishonest, fraudulent, criminal or malicious. In making such determination, the Commission may consult any authority deemed necessary.

(b) If the Commission determines that the acts or omissions of the Port official were made in good faith, and that such acts or omissions were not dishonest, fraudulent, criminal or malicious, the Commission shall, by resolution, provide for the Port's payment of any portion of the necessary and reasonable expenses of defending the action or proceeding. The Port official should recuse himself or herself from voting due to a conflict of interest.

(c) If any such action or proceeding results in any monetary judgment against such Port official, the Commission shall, by resolution, provide for the Port's payment in full or the portion of such judgment not otherwise covered by any policy of insurance; provided, that the Commission shall have the full discretion in determining whether to pay such judgment. Upon consideration of the particular facts of the case, the Commission may also provide for the Port's payment of any portion of punitive damages included in such judgment; provided, however, that this provision for payment by the Port of punitive damages on behalf of a Port official under this chapter shall not be construed as a waiver of the Port's immunity to punitive damages.

Legal representation

When legal defense is provided to a Port official pursuant to this section, such legal services shall be provided by counsel to be appointed at the direction of the Commission in consultation with the Executive Director and Port Attorney.

Insurance

Any defense and indemnification provided under this chapter shall be supplemental to any valid insurance policy covering such acts or omissions of Port officials. Nothing contained in this chapter shall be construed to modify or amend any provision of any policy of insurance wherein the Port or any Port official is a named insured. In the event of any conflict between this chapter and the provisions of any such policy of insurance, the policy provisions shall be controlling; provided, however, that nothing contained in this section shall be deemed to limit or restrict any official's right to full coverage pursuant to this chapter, it being the intent of this chapter to provide complete coverage outside and beyond insurance policies which may be in effect while not compromising the terms and conditions of such policies by any conflicting provision contained in this chapter.