

PIERCE TRANSIT BOARD OF COMMISSIONERS  
**EXECUTIVE/FINANCE COMMITTEE**  
Building 4 – Conference Room 1A  
March 20, 2014 – 3:00 PM.

**AGENDA**

**CALL TO ORDER**

**APPROVAL OF MINUTES:** January 6, 2014

**ACTION AGENDA:**

- |              |  |   |
|--------------|--|---|
| 1. FS 14-019 | Election of Chair and Vice Chair   | Rick Talbert<br>Chair   |
| 2. FS 14-020 | Amending Section 2.04.020 – Members of the Board of Commissioners; Adding New Section 2.04.030 – Filling Vacancies for At-Large Representation; and Adding New Section 2.08.110 – Executive Sessions to the Bylaws | Deanne Jacobson<br>Clerk of the Board<br>&<br>Dana Henderson<br>General Counsel |

**DISCUSSION:**

- |                                |   |
|--------------------------------|---|
| 1. Business Development Update | Van Sawin<br>Business Development Officer |
|--------------------------------|---|

**ADJOURNMENT**

**PIERCE TRANSIT  
BOARD OF COMMISSIONERS  
SPECIAL EXECUTIVE/FINANCE COMMITTEE MEETING**

**January 6, 2014**

**MINUTES**

**CALL TO ORDER**

Chair Talbert called the meeting to order at 9:36 AM.

**ATTENDANCE**

Commissioners present:

Rick Talbert, Chair, Pierce County Councilmember  
Steve Vermillion, Puyallup Councilmember  
Marilyn Strickland, Mayor of Tacoma

Staff present:

Lynne Griffith, Chief Executive Officer  
Carol Mitchell, Public Relations Officer  
Dana Henderson, General Counsel  
Deanne Jacobson, Clerk of the Board

Chair Talbert opened the meeting and noted that the Committee will be reviewing the performance of a public employee in Executive Session, pursuant to RCW 42.30.110 (1)(g). Any action that the Board takes will occur in open session.

At 9:40 AM, Chair Talbert recessed the meeting into Executive Session to review the performance of a public employee in Executive Session for approximately 20 minutes. At 10:05 AM, it was announced to attendees that the Executive Session would be extended 15 minutes. At 10:20 AM, it was announced that the Executive Session would be extended an additional 20 minutes.

At 10:40 AM, the regular meeting was reconvened.

Commissioners Strickland and Vermillion **moved** and seconded to direct Counsel to prepare CEO composite evaluation with numeric scores to include commendation and recommendations with goals to the full board, and to recommend to the Board that they base goals on the strategic plan.

Motion **carried** unanimously.

**ADJOURNMENT**

The meeting was adjourned at 10:44 AM.

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Deanne Jacobson, CMC  
Clerk of the Board

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Rick Talbert, Chair  
Board Executive/Finance Committee

## FACT SHEET – EXECUTIVE/FINANCE COMMITTEE

TITLE: Election of Chair and Vice Chair

DIVISION: Executive

ORIGINATOR: Deanne Jacobson

PRECEDING ACTION: N/A

COORDINATING DEPARTMENT: N/A

APPROVED FOR SUBMITTAL:

\_\_\_\_\_  
Chief Financial Officer

APPROVED FOR AGENDA:

\_\_\_\_\_  
Chief Executive Officer\_\_\_\_\_  
General Counsel

ATTACHMENTS: None

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### BUDGET INFORMATION

2014 Budget Amount  
N/ARequired Expenditure  
N/AImpact  
N/A

Explanation: N/A

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**BACKGROUND:** Pursuant to Pierce Transit Code Section 1.90.020 B, each committee and subcommittee shall elect its own chair and vice chair on an annual basis. No board member shall serve as a chair or vice chair of more than one permanent committee.

**ALTERNATIVES:** None.

**RECOMMENDATION:** Elect a Chair and Vice Chair for a term of one year, commencing March of 2014 and expiring February 2015.

The proper procedure for election of each position is as follows:

1. The incumbent Chair calls for nominations for Chair.
2. When it appears that no one else wishes to make a nomination, the Chair should formally declare the nomination(s) closed.
3. The Chair then calls for the Board Members to vote on the nominee(s) in the order in which they were nominated by voice vote or by show of hands.
4. Nominee receiving the majority of the vote is declared the new Chair.

*Note: When only one nominee is put up, the chair can take a voice vote, or can declare that the nominee is elected.*

The process is repeated for the election of Vice Chair.

**Executive/Finance Committee Action:**

Approved: \_\_\_\_\_

Disapproved: \_\_\_\_\_

\_\_\_\_\_  
Rick Talbert, Chair  
Executive/Finance Committee

ATTEST:

\_\_\_\_\_  
Deanne Jacobson  
Clerk of the Board

## FACT SHEET – EXECUTIVE/FINANCE COMMITTEE

**TITLE:** Amending Section 2.04.020 – Members of the Board of Commissioners; Adding New Section 2.04.030 – Filling Vacancies for At-Large Representation; and Adding New Section 2.08.110 – Executive Sessions to the Bylaws

**DIVISION:** Executive Department

**ORIGINATOR:** Deanne Jacobson, Clerk of the Board; and Dana Henderson, General Counsel

**PRECEDING ACTION:** N/A

**COORDINATING DEPARTMENT:** None

**APPROVED FOR SUBMITTAL:**

\_\_\_\_\_  
Chief Financial Officer

**APPROVED FOR AGENDA:**

\_\_\_\_\_  
Chief Executive Officer

\_\_\_\_\_  
General Counsel

**ATTACHMENTS:**

Proposed Resolution  
Exhibit A, Proposed

### BUDGET INFORMATION

2014 Budget Amount	Required Expenditure	Impact
N/A	N/A	N/A
Explanation: N/A		

**BACKGROUND:** The proposed amendments to the Board of Commissioners’ Bylaws described in Exhibit A seek to clarify Board composition and term expirations and to give guidance for filling vacancies for at-large representation. Furthermore, the language proposed for Section 2.08.110 – Executive Sessions is essential so that Pierce Transit’s existing policy relating to Executive Sessions at Board of Commissioners’ meetings is consistent with recent case law.

Pursuant to Section 2.28.070 of the Pierce Transit Code, a 30-day written notice of the proposed amendments shall be sent to all legislative bodies within the jurisdiction of Pierce Transit prior to formal adoption. Staff shall provide notice of these proposed Bylaw changes subject to a “do pass” to the April 14, 2014 Regular Board Meeting.

**ALTERNATIVES:** Do not approve the proposed amendments. [Impact: This would prevent Pierce Transit’s Executive Session policy from being consistent with recent case law and would also prevent some necessary “housekeeping” revisions.]

**RECOMMENDATION:** Refer FS No. 14-020 to the April 14, 2014, Board Meeting for approval.

FACT SHEET  
PAGE 2

Executive/Finance Committee Action:

Approved: \_\_\_\_\_

Disapproved: \_\_\_\_\_

\_\_\_\_\_  
Rick Talbert, Chair  
Executive/Finance Committee

ATTEST:

\_\_\_\_\_  
Deanne Jacobson, CMC  
Clerk of the Board

**RESOLUTION NO. 14-xxx**

1 A RESOLUTION of the Board of Commissioners of Pierce Transit Amending  
2 Section 2.04.020 – Members of the Board of Commissioners; Adding New Section  
3 2.04.030 – Filling Vacancies for At-Large Representation; and Adding New Section  
4 2.08.110 – Executive Sessions to the Bylaws  
5

6 WHEREAS, by Resolution No. 79-4, approved May 21, 1979 Pierce Transit adopted  
7 Bylaws; and

8 WHEREAS, those bylaws were amended and codified as part of the Pierce Transit  
9 Code in 1983 and subsequent amendments have occurred; and

10 WHEREAS, on June 11, 2012 the Pierce Transit Board of Commissioners approved  
11 Resolution No. 12-020, which amended Sections 2.04.020 and 2.16.020 of the Pierce  
12 Transit Code as a result of the April 12, 2012, Public Transportation Improvement  
13 Conference; and

14 WHEREAS, Pierce Transit desires to amend Section 2.04.020 of the Bylaws to clarify  
15 Board composition and term expirations; and

16 WHEREAS, Pierce Transit also desires to add new Section 2.04.030 of the Bylaws to  
17 give guidance for filling vacancies for at-large representation and to provide for more  
18 flexibility in filling vacancies; and

19 WHEREAS, Pierce Transit further desires to add new Section 2.08.110 – Executive  
20 Sessions to the Bylaws to align its existing policy with recent case law; and

21 WHEREAS, in accordance with Section 2.28.070 of the Pierce Transit Code, a 30-  
22 day written notice of the proposed changes has been sent to all legislative bodies within  
23 the jurisdiction of Pierce Transit.

24 NOW THEREFORE, BE IT RESOLVED by the Board of Commissioners of Pierce Transit  
25 as follows:

26 Section 1. The Bylaws of the Pierce Transit Board of Commissioners are  
27 hereby amended as identified in Exhibit A, attached hereto and incorporated herein.

28 ADOPTED by the Board of Commissioners of Pierce Transit at their regular  
29 meeting thereof held on the \_\_\_\_ day of \_\_\_\_\_, 2014.

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Rick Talbert, Chair  
Board of Commissioners

ATTEST/AUTHENTICATED

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Deanne Jacobson  
Clerk of the Board



2.04.020 ~~Members of the board of commissioners~~ Board Composition and Terms.

A. The Board of Commissioners (hereinafter referred to as the Board) shall consist of nine members and may include one nonvoting member, ~~who are~~ selected as follows:

1. Two members ~~selected-voted~~ by the ~~e~~City ~~e~~Council of the ~~e~~City of Tacoma;
2. One member ~~selected-voted~~ by the ~~e~~City ~~e~~Council of the ~~e~~City of Lakewood;
3. Two members ~~selected-voted~~ by the Pierce County ~~e~~Council;
4. One member selected by the city council of Puyallup;
5. One member ~~selected-voted~~ by the ~~e~~City ~~e~~Council of University Place;
6. One at-large member voted on by the Fife, Edgewood, and Milton City Councils;
7. One at-large member voted by the representatives of the city and town councils of Auburn, Fircrest, Gig Harbor, Pacific, Ruston and Steilacoom, ~~the remaining cities and towns within the boundary of Pierce Transit.~~

- a. ~~Pierce Transit shall request the city and town councils of Fife, Edgewood, and Milton; and Auburn, Fircrest, Gig Harbor, Pacific, Ruston, and Steilacoom to nominate a representative to the board of commissioners of Pierce Transit. The request for nomination shall be sent on the second Wednesday in January. The nomination deadline shall be the second Wednesday in February.~~
- b. ~~The list of prospective nominees shall be mailed to the town and city councils for a vote on the second Friday in February. The city and town councils shall have until second Wednesday in March to return the ballots.~~
- c. ~~The ballots shall be accompanied by a certified copy of the council resolution or motion. The clerk of the board of Pierce Transit shall count the ballots and announce the results of the balloting to the board of commissioners.~~
- d. ~~A plurality of ballots cast shall determine the winner.~~
- e. ~~In the event of a tie, the city and town councils shall have an additional thirty days to reconsider. The ballot procedure will be repeated until a winner is selected by a plurality vote.~~

88. One nonvoting member, pursuant to RCW 36.57.030(5), who may serve on the Board upon recommendation by the labor organization representing Pierce Transit's public transportation employees. If Pierce Transit's employees are represented by more than one labor organization, all such labor organizations shall select the nonvoting member by majority vote. The nonvoting member shall comply with all governing bylaws and policies of Pierce Transit.

- B. All voting members of the Pierce Transit Board must be elected officials of the jurisdiction they represent.
- C. The members of the Board of Commissioners of Pierce Transit shall serve a three-year term. Each voting member shall hold office until:
- (i) The expiration of the term for which he/she is elected;
  - (ii) The appointment or election of a new Commissioner from the member's respective jurisdiction;
  - (iii) The member is no longer an elected official of his or her respective jurisdiction; or
  - (iv) Resignation.

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#### **2.04.030 Filling Vacancies for At-Large Representation**

- A. The Clerk of the Board, upon receiving formal notice that a vacancy is expected to occur or has occurred on the Board of Commissioners, shall send a request for nomination along with nominee ballot to the respective at-large cities and towns vacancy.
- B. The respective cities and towns affected by the vacancy shall may formally nominate a candidate from its jurisdiction and return the nomination form to the Clerk of the Board of Pierce Transit. The individual city and town councils are not required to nominate a representative from its respective jurisdiction(s).
- C. After compiling the lists of nominees from all jurisdictions that participated in the nomination process, the Clerk of the Board shall send a ballot letter and formal ballot to the at-large cities and towns affected by the vacancy for formal vote by each respective city or town councils.
- D. The City or Town Councils shall return ballots along with a certified copy of the related Council resolution or motion. The Clerk of the Board of Pierce Transit shall count the ballots and give notice of the results of the balloting to the Board of Commissioners.
- E. Plurality of ballots cast shall determine the winner.
- E. In the event of a tie, the city and town councils shall have an additional thirty days to reconsider. The ballot procedure will be repeated until a winner is selected by a plurality vote.
- G. The newly-elected Commissioner(s)'s term shall begin at the next meeting of the Board.

#### **2.08.110 Executive Sessions.**

- A. The Board may hold executive sessions during any regular or special meeting provided that such executive session is held and conducted consistent with the requirements, intent, purpose and procedures set forth in Chapter 42.30 of the Revised Code of Washington.

Exhibit A  
Resolution No. 14-xxx

B. The Chair of the Board may, at his or her discretion, exclude the nonvoting member of the Board of Commissioners from all or a portion of any executive session.

C. The nonvoting member of the Board of Commissioners shall, pursuant to RCW 36.57A.050, be excluded from attending executive sessions regarding any matters pertaining to labor negotiations.

D. This section shall be construed as a supplement to, and may not replace any applicable laws related to open public meetings or executive session. The Board will take prudent measures to fully protect the attorney-client privilege and attorney work product.