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San Diego Unified Port District

Document No. 60005

Filed MAR 21 2013
Office of the District Clerk

BPC Policy No. 018A

SUBJECT: BOARD STAKEHOLDER FORUMS

PURPOSE: To provide a public venue for San Diego Unified Port District (District), Port tenant and other stakeholder discussion.

POLICY STATEMENT:

1. The purpose of a Stakeholder Forum (Forum) is to provide a venue for the District, Port tenants and other interested persons to discuss and provide input regarding issues being addressed by the Forum pursuant to an annual work-plan approved by the Board of Port Commissioners (Board).
2. A Forum shall have no authority to negotiate for, represent, or commit the District in any respect. A Forum shall be for discussion only with no voting on any matter being discussed by the Forum.
3. In January of each calendar year, the Chair of the Board (Chair) shall establish Forums for that calendar year. The Chair may appoint two members of the Board to serve on a Forum as facilitators only.
4. An annual work-plan for each Forum shall be adopted by the Board.
5. The Board may refer matters to a Forum as it deems appropriate.
6. The Chair of the Board may consider new matters requested by District staff, stakeholders or tenants for inclusion in the work-plan. Any new matters to be included in the work-plan shall be approved by the Board prior to convening a Forum on the new matter.
7. District staff may convene a Forum on an as-needed basis to discuss items on the Board approved work plan.
8. A Forum shall be noticed and open to the public. District staff shall perform outreach efforts to encourage stakeholders and interested members of the public to attend the Forum.
9. Summary reports of each Forum discussion shall be prepared by District staff supporting the Forum. The summary reports shall be forwarded to the Board.

FORUM GUIDELINES:

1. Forums are open public meetings with public notice requirements in accordance with the State's open meeting laws.
2. Forums are created to provide venues for discussion of subject areas under their purview as stated in the annual work-plan approved by the Board. The Board retains the final authority on all matters. Forum participants are not authorized to give direction to District staff.
3. District staff will support requests for information and will create summary reports of the Forum discussions for the Board after each Forum is held.
4. The public is welcome to attend any Forum. There will be an opportunity for public comment at each Forum discussion.
5. Forum discussions shall be focused on items contained in the annual work-plan adopted by the Board, which may be modified by the Board.

RESOLUTION NUMBER AND DATE: Resolution 2013-27, dated February 12, 2013

BPC Policy No. 018A

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RESOLUTION 2013-27**RESOLUTION AMENDING BPC POLICIES 018, 730, 609, 255, ENVIRONMENTAL ADVISORY COMMITTEE CHARTER, AUDIT ADVISORY COMMITTEE CHARTER, AND ACCESSIBILITY ADVISORY COMMITTEE BYLAWS TO INCLUDE AMENDED CONFLICT OF INTEREST LANGUAGE AND COMMITTEE MEMBERSHIP STRUCTURE, AND ADOPTING BPC POLICY NO. 018A ESTABLISHING BOARD STAKEHOLDER FORUMS**

WHEREAS, the San Diego Unified Port District (District) is a public corporation created by the Legislature in 1962 pursuant to Harbors and Navigation Code Appendix I (Port Act); and

WHEREAS, the District's advisory committees are established by the Board of Port Commissioners (BPC) Chair each calendar year pursuant to BPC Policy No. 018; and

WHEREAS, at the November 2011 meeting, the BPC considered recommendations made by former Port Attorney Duane Bennett regarding conflict of interest issues affecting advisory committees; and

WHEREAS, at the March 2012 meeting the BPC considered conflict of interest issues affecting advisory committees and made a determination as to how to avoid actual and perceived conflicts of interest on BPC advisory committees, as well as determinations as to the composition of the Maritime and Real Estate advisory committees; and

WHEREAS, at the July 2012 meeting the BPC adopted District staff recommendations to streamline advisory committees, to eliminate certain committees; and

WHEREAS, at the December 2012 meeting the BPC adopted District staff recommendations related to the establishment of "Board Stakeholder Forums" and conflict of interest language for advisory committees; and

WHEREAS, the BPC directed that BPC Policy No. 018 be amended to add that, Commissioners shall not offer a motion or vote at any Board Advisory Committee Meeting, no more than two Commissioners shall serve on any Board Advisory Committee, a Commissioner may serve as an advisory committee Chair, the Chair of the BPC is authorized to immediately remove any advisory committee member who violates BPC Policy No. 018 provisions governing

conflicts of interest, and to the extent required by law, advisory committees will operate in compliance with the Political Reform Act, and Government code section 1090 regarding conflicts of interest. Committee members with financial interests in matters coming before the Committee shall be required to disclose the interest and abstain from any participation as to the matter; and

WHEREAS, BPC Policy No. 730, "Port Environmental Advisory Committee," "Environmental Advisory Committee Charter," BPC Policy No. 609, "Public Art," BPC Policy No. 255, "Port With No Borders Scholarship Program," the "Audit Advisory Committee Charter," and the "Accessibility Advisory Committee Bylaws" have been amended to reflect the BPC's direction and to eliminate conflicting language between those BPC advisory committee policies, charters, and bylaws, and the amended language contained in BPC Policy No. 018; and

WHEREAS, BPC Policy No. 018A, "Board Stakeholder Forums" (Forum) has been established to provide:

- Venues for the District, Port tenants, and other stakeholder discussions, and sets forth that, Forum issues may be referred by the BPC.
- District staff may convene a Forum on an as-needed basis.
- Forums shall be for discussion only, no voting will occur.
- District staff shall prepare a summary of Forum discussions for review by the BPC after each Forum.
- An annual work plan for each Forum shall be adopted by the BPC and may be modified by the BPC as other issues arise.
- The Chair of the BPC may consider new matters requested by District staff, stakeholders or tenants for inclusion in the work plan.
- Any new matters to be included in the work plan shall be approved by the BPC prior to convening a Forum on the new matter.
- The BPC may refer matters to Forums as it deems appropriate.
- The BPC Chair may appoint a minimum of two members from the BPC as Forum facilitators.

NOW, THEREFORE, BE IT RESOLVED by the Board of Port Commissioners of the San Diego Unified Port District, as follows:

That BPC Policy No. 018, "Board Advisory Committees," BPC Policy No. 730, "Environmental Advisory Committee," "Environmental Advisory Committee Charter," BPC Policy No. 609, "Public Art," BPC Policy No. 255, "Port With No Borders Scholarship Program," the "Audit Advisory Committee Charter," the "Accessibility Advisory Committee Bylaws", as amended, and BPC Policy No. 018A, "Board Stakeholder Forums" copies of which are on file in the Office of the District Clerk are hereby adopted.

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 12th day of February, 2013, by the following vote:

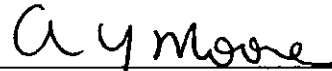
AYES: Malcolm, Moore, Nelson, Smith, Valderrama

NAYS: None.

EXCUSED: None.

ABSENT: None.

ABSTAIN: None.



Ann Y. Moore, Chair
Board of Port Commissioners

ATTEST:



Timothy A. Deuel
District Clerk

(Seal)

SAN DIEGO UNIFIED PORT DISTRICT

Reference

Copy

60005

DATE: February 12, 2013**SUBJECT: RESOLUTION AMENDING BOARD OF PORT COMMISSIONER (BPC) ADVISORY COMMITTEE POLICIES, CHARTERS AND BYLAWS, AND ADOPTING BPC POLICY NO. 018A ESTABLISHING BOARD STAKEHOLDER FORUMS****EXECUTIVE SUMMARY:**

This past year, as part of the District's focus on the "Exemplary Port," one of the initiatives addressed a variety of issues related to the necessity, structure and administration of the Board's advisory committees, which have evolved over a decade. The Board considered changing its advisory committees due to concerns over maintaining the decision-making authority of the Board as a governing body, as well as its authority to allocate District resources to the Board's priorities. The Board had an opportunity to discuss how Board committees could more effectively serve the Board and considered conflict-of-interest issues affecting advisory committees, as well as determinations as to how to avoid actual and perceived conflicts of interest on Board advisory committees. At the March 6, 2012, Board Meeting the Board adopted revisions to BPC Policy No. 018 and authorized a new Board Policy governing "Stakeholder Forums." At the July 10, 2012, Board Meeting the Board accepted recommendations to streamline committees, to eliminate certain committees, to modify the practices of and/or composition of some of the committees, with considerable discussion about the Environmental Advisory Committee (EAC). At the Board's December 2012, Board Meeting, the Board discussed conflict of interest issues regarding advisory committees and had an additional opportunity to consider how the EAC could most effectively service the needs of the Board. In addition, the Port Attorney provided conflict of interest information to the Board, additional recommendations related to the "Board Stakeholder Forums" for Real Estate and Maritime matters, and provided additional recommendations for revisions of BPC Policy No. 018, Board Advisory Committees.

RECOMMENDATION:

Adopt a Resolution amending BPC Policy No. 018, "Board Advisory Committees;" BPC Policy No. 730, "Environmental Advisory Committee;" "Environmental Advisory Committee Charter;" BPC Policy No. 609, "Public Art;" BPC Policy No. 255, "Port With No Borders, Scholarship Program;" the "Audit Advisory Committee Charter;" the "Accessibility Advisory Committee Bylaws," and adopting BPC Policy No. 018A, "Board Stakeholder Forums."

ACTION TAKEN: 02-12-2013 - Resolution 2013-27

Page 2 of 5**FISCAL IMPACT:**

This agenda item has no fiscal impact.

COMPASS STRATEGIC GOALS:

This agenda item supports all of the District's Strategic Goals by addressing ways to improve organizational efficiency and effectiveness.

This agenda item supports the following Strategic Goal(s).

- A Port that the public understands and trusts.
- A thriving and modern maritime seaport.
- A vibrant waterfront destination where residents and visitors converge.
- A Port with a healthy and sustainable bay and its environment.
- A Port with a comprehensive vision for Port land and water uses integrated to regional plans.
- A Port that is a safe place to visit, work and play.
- A Port with an innovative and motivated workforce.
- A financially sustainable Port that drives job creation and regional economic vitality.

DISCUSSION:

At its November 2011 meeting, the Board considered recommendations made by former Port Attorney Duane Bennett regarding conflict of interest issues affecting advisory committees. Attorney Bennett suggested that the Board's determination as to how conflicts of interest should be handled could serve as a basis for the broader discussion on advisory committees at future Board meetings. At that time the Board requested additional time to consider the Port Attorney recommendations.

At the March 2012 Board of Port Commissioners Meeting, the Board had an opportunity to discuss how Board committees could more effectively serve the Board. The Board considered conflict-of-interest issues affecting advisory committees, and made a determination as to how to avoid actual and perceived conflicts of interest on Board advisory committees. There were also determinations made relative to the composition of the Maritime and Real Estate advisory committees and staff was directed to bring back recommendations for each of the advisory committees at future Board meetings. Board advisory committees were also discussed at the May 10, 2012 special meeting of the Board, held to consider project prioritization and the need to align District staff's workload with available resources and capacity. The process of reviewing the committees was put on hold in order to fully vet some of the ideas presented at the special Board meeting.

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At the July 10, 2012, Board Meeting the Board accepted recommendations to streamline committees, to eliminate certain committees, to modify the practices of and/or composition of some of the committees, with considerable discussion about the Environmental Advisory Committee (EAC). Staff was directed to return to the Board several times with additional information about the EAC and its work plan. The Board also discussed the EAC at its October 2012 meeting and approved a work plan for the EAC, but desired another opportunity to discuss the governance of the EAC. Also during its October 2012 meeting, the Board requested analysis and assurance that it has adequately addressed conflict of interest issues related to the EAC and to advisory committees in general.

On December 11, 2012, the Board considered how the EAC could most effectively serve the needs of the Board and the Port Attorney provided recommendations related to the new forums for discussion of Real Estate and Maritime matters and also provided a recommended revision of BPC Policy No. 018, Board Advisory Committees regarding conflicts of interest.

District staff has amended BPC Policy No. 018, "Board Advisory Committees;" BPC Policy No. 730, "Environmental Advisory Committee," "Environmental Advisory Committee Charter;" BPC Policy No. 609, "Public Art;" BPC Policy No. 255, "Port With No Borders Scholarship Program;" the "Audit Advisory Committee Charter;" and the "Accessibility Advisory Committee Bylaws" to reflect the Board's direction regarding membership and conflicts of interest of those Board Advisory Committees, and recommends adoption of the amendments.

Specifically, BPC Policy No. 018 has been amended to add the following:

- Commissioners shall not offer a motion or vote at any Board Advisory Committee Meeting, and
- No more than two Commissioners shall serve on any Board Advisory Committee, and
- A Commissioner may serve as an Advisory Committee Chair, and
- The Chair of the Board is authorized to immediately remove any Advisory Committee member who violates BPC Policy No. 018 provisions governing conflicts of interest.
- To the extent required by law, the Committee will operate in compliance with the Political Reform Act and Government Code section 1090 regarding conflicts of interest. Committee member with financial interests in matters coming before the Committee shall be required to disclose the interest and abstain from participation as to the matter.

BPC Policy No. 730, "Environmental Advisory Committee," "Environmental Advisory Committee Charter," BPC Policy No. 609, "Public Art," BPC Policy No. 255, "Port With No Borders Scholarship Program," the "Audit Advisory Committee Charter," and the

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“Accessibility Advisory Committee Bylaws” have been amended to reflect the Board’s direction and eliminate potential conflicting language between those BPC Advisory Committee Policies, Charters and By-laws, and the amended language contained in BPC Policy No. 018. The Marketing Advisory Committee Charter is not in conflict with the provisions of the BPC Policy No. 018, but the “Committee Members” section of the Charter requires modification to include members that may be appointed by the Board for the current year.

In addition, District staff has drafted a new BPC Policy No. 018A, “Board Stakeholder Forums,” setting forth the structure and administration of the discussion forums and recommends adoption of the new Policy which includes the following:

- The purpose of a Board Stakeholder Forum is to provide venues for District, Port tenant, and other stakeholder discussions, and
- Issues may be referred by the Board, and
- District staff may convene Board Stakeholder Forums on an as-needed basis, and
- Board Stakeholder Forums shall be for discussion only, no voting will occur, and
- District staff shall prepare a summary of Board Stakeholder Forum discussions for review by the Board, after each forum, and
- An annual work plan for each Board Stakeholder Forum shall be adopted by the Board and may be modified by the Board as other issues arise, and
- The Chair of the Board may consider new matters requested by District staff, stakeholders or tenants for inclusion in the work-plan. Any new matters to be included in the work-plan shall be approved by the Board prior to convening a Forum on the new matter.
- The Board may refer matters to Board Stakeholder Forums as it deems appropriate, and
- The BPC Chair may appoint a minimum of two members from the Board as Board Stakeholder Forum facilitators.

Port Attorney’s Comments:

The Office of the Port Attorney has been actively involved in assisting District staff in discussions, legal analysis and drafting of the proposed amendments to the Board Advisory Committee Policies as well as drafting the proposed “Stakeholder Forum” Board Policy.

Environmental Review:

This proposed Board action is not subject to CEQA, as amended.

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This presentation to the Board does not constitute a “project” under the definition set forth in California Environmental Quality Act (CEQA) Guidelines Section 15378 and is therefore not subject to CEQA.

Equal Opportunity Program:

Not applicable.

PREPARED BY: William D. McMinn
Deputy Port Attorney, Port Attorney’s Office

Attachment(s):

Attachment A: Board of Port Commissioners Advisory Committee Policy No. 018.

Attachment B: Proposed revisions to Board of Port Commissioners Advisory Committee Policy No. 018.

Attachment C: Board of Port Commissioners Advisory Committee Policy No. 018A.

Attachment D: Board of Port Commissioners Advisory Committee Policy No. 730.

Attachment E: Proposed revisions to Board of Port Commissioners Advisory Committee Policy No. 730.

Attachment F: Board of Port Commissioners Environmental Advisory Committee Charter.

Attachment G: Proposed revisions to Board of Port Commissioners Environmental Advisory Committee Charter.

Attachment H: Board of Port Commissioners Advisory Committee Policy No. 609.

Attachment I: Proposed revisions to Board of Port Commissioners Advisory Committee Policy No. 609.

Attachment J: Board of Port Commissioners Advisory Committee Policy No. 255.

Attachment K: Proposed revisions to Board of Port Commissioners Advisory Committee Policy No. 255.

Attachment L: Board of Port Commissioners Audit Committee Charter.

Attachment M: Proposed revisions to Board of Port Commissioners Audit Committee Charter.

Attachment N: Board of Port Commissioners Accessibility Advisory Committee Bylaws.

Attachment O: Proposed revisions to Board of Port Commissioners Accessibility Advisory Committee Bylaws.



BPC Policy No. 018

SUBJECT: BOARD ADVISORY COMMITTEES

PURPOSE: To provide for the establishment of advisory committees.

POLICY STATEMENT:

1. The purpose of advisory committees (Committees) is to advise the Board. Committees shall be advisory in nature and shall have no authority to negotiate for, represent, or commit the San Diego Unified Port District (District) in any respect.
2. In January of each calendar year, the Chairman of the Board of Port Commissioners (Board) shall establish committees for that calendar year. The Chairman of the Board shall appoint members of the committees. The Chairman of the Board may appoint one Commissioner to serve as committee chair. No more than two Commissioners may serve on any advisory committee. Commissioners shall not offer a motion or vote at any advisory committee. Once Committees are established, a list of Committees shall be submitted to the full Board.
3. Committee meetings shall be noticed and open to the public. Committee meetings shall be conducted according to applicable California State rules and regulations.
4. Committees shall forward, when appropriate, recommendations to the Board.
5. Summary reports of each Committee meeting shall be prepared by District staff supporting the Committee. The summary reports shall be forwarded to the Board and Committee updates may be reported at Board meetings.
6. Committee members shall receive no compensation for their services.
7. To the extent required by law, the Committee will operate in compliance with the Political Reform Act and Government Code section 1090 regarding conflicts of interest. Committee members with financial interests in matters coming before the Committee shall be required to disclose the interest and abstain from any participation as to the matter.

8. The Chair of the Board may immediately remove any advisory committee member who violates Board Policy 018 provisions governing conflicts of interest.
9. The Committees shall conduct their business in accordance with the Committee Guidelines attached to this Policy.
10. At their first meeting, each Committee shall identify and forward to the Board a general work plan with goals for the coming year.
11. If a Committee member is unable to attend more than two consecutive meetings, they may be removed from the Committee at the discretion of the Chairman of the Board.

ADVISORY COMMITTEE GUIDELINES:

1. Committee meetings are open public meetings with public notice requirements in accordance with the State's open meeting laws.
2. Committee meetings will be conducted in accordance with Roberts Rules of Order. Votes of members present will be recorded in the summary reports for Committee recommendations to be forwarded to the Board. A quorum will be considered established if a majority of the members of the Committee are present.
3. Committees are created to make recommendations to the Board in the subject areas under their purview. The Board retains the final authority on all matters. Except where noted elsewhere in these guidelines, Committees are not authorized to give direction to District staff to implement substantive actions.
4. Committees may request information from District staff, ask for information from other sources and formulate recommendations, which staff will prepare on behalf of the Committee and submit to the full Board. Requests that require substantial resources or consulting services should be submitted to the Board for approval.
5. District staff will support Committee requests for information and will create summary reports of the meetings; written Committee reports to the Board; and meeting agendas in concert with the Committee Chair.
6. District staff will provide the Committee with its recommendation of matters falling under the Committee's purview. If the Committee chooses to make a

recommendation to the Board which is inconsistent with staff's recommendation, staff will have the option of presenting the staff recommendation to the Board when that matter is presented to the Board. The Committee Chair or staff (at the Committee Chair's discretion) will present the Committee's recommendations to the Commission. A recommendation made by a Committee will not be represented as the position of the District until the Board has endorsed the recommendation.

7. The public is welcome to attend Committee meetings; however, meetings are intended for the benefit of the Committee members to promote balanced, constructive interaction. Non-Committee member attendees will be asked to refrain from commenting during the proceedings unless requested by the Committee. There will be an opportunity for public comment at each meeting.
8. For the benefit of Committee members, any members of the media attending the Committee meetings shall be identified. While the Committee is discussing Committee issues, members of the Committee will be asked not to make statements about the Committee deliberations to the media, because such statements may hamper creative and candid discussions.
9. At the beginning of each calendar year, each Committee shall prepare a general work plan with goals for the coming year and submit it to the Board.

Committee [Resolution 91-205]; BPC Policy No. 510 - Cruise Ship Advisory Committee [Resolution 94-170]; BPC Policy No. 511 - Maritime Trade Development Advisory Committee [Resolution 94-206]; BPC Policy No. 512 - Tourism/Visitor Development Advisory Committee [Resolution 94-251]; and BPC Policy No. 520 - Five Year Action Plan For A Clean San Diego Bay – Technical Advisory And Educational Committee [Resolution 93-59]). Manual shall be maintained in the Office of the District Clerk for use by the public.