

PORT OF ASTORIA PUBLIC MEETINGS POLICY

PURPOSE: This document will communicate the public meeting policies established by the Port of Astoria Board of Commissioners in order to ensure the Port of Astoria (Port) complies with applicable laws and operates in a manner consistent with the organization's mission statement. This is supplemental to the Port of Astoria Bylaws, adopted September 19, 2017. Where a specific provision of this policy conflicts with a specific provision in the bylaws, the provision within the Bylaws shall prevail.

SECTION 1: PREPARATION FOR COMMISSION MEETINGS

- 1.1 **COMPLIANCE WITH LAW:** All meetings shall be conducted in accordance with the Oregon Public Meetings Law, ORS 192.610-192.705
- 1.2 **COMMISSION MEETING AGENDA:** In cooperation with the Executive Director, the President shall prepare an agenda of the business to be presented at all Regular Business meetings, Special Meetings, and Emergency Meetings. Refer to Section 5.10.
- 1.3 **DISTRIBUTION OF MATERIALS TO COMMISSIONERS:** Agendas and supporting documents shall be distributed to each member of the Board of Commissioners at least three (3) days prior to any regularly scheduled Commission meeting. Refer to Section 3.2.
- 1.4 **DISTRIBUTION OF AGENDA TO THE PUBLIC:** The proposed agenda will simultaneously be distributed to all Port offices and other facilities, local and other news media, and posted at one or more locations convenient for review by Port personnel and the public. Refer to Section 3.2.

SECTION 2: MEETINGS

- 2.1 **REGULAR MEETINGS:** The regular meetings of the Commission will be held on the first and third Tuesday of each month. *[Resolution 2019-12 "A Resolution Amending Port of Astoria Bylaws to Allow for Flexibility of Time and Location of Commission Meetings"]*
- 2.2 **WORKSHOPS:** Workshops may be held between regular meetings for the purpose of informing the Commission on pertinent issues, and to study projects and proposals before taking action. When possible, the agenda for workshops should be limited to one or two subjects. Workshops shall be considered "regular meetings" for purposes of Oregon's Public Meetings laws and these Bylaws. When necessary or advisable, the Commission may take official action on items discussed at a Workshop. *[Bylaws Section 5.3]*
- 2.3 **SPECIAL MEETINGS:** The President shall call a Special Meeting of the Commission after receiving a written request from any three (3) Commissioners (one of whom may be the President). The request must state the purpose for which the meeting is requested. *[Bylaws Section 5.7.B]* No special meeting shall be held upon less than twenty-four (24) hours' public notice.
- 2.4 **EMERGENCY MEETINGS:** The President may call an Emergency Meeting with less than twenty-four (24) hours' notice when unforeseen circumstances arise that require prompt action of the Commission. *[Bylaws Section 5.5]*

An emergency exists where there are objective circumstances which, in the judgment of the person or persons calling the meeting, create a real and substantial risk of harm to the Port which would be substantially increased if the Commission were to delay in order to give twenty-four (24) hours' notice before conducting the meeting. The convenience of Commissioners is not grounds for calling an emergency meeting.

At the beginning of any emergency meeting, the officer or directors calling the meeting shall recite the reason(s) for calling the emergency meeting, and the reason(s) shall be noted in the minutes. Only business related directly to the emergency shall be conducted at an emergency meeting. If the Commission determines that the reasons for calling the meeting are insufficient, the meeting shall be immediately adjourned.

2.5 EXECUTIVE SESSIONS: Notice for meetings called only to hold executive sessions shall be given in the same manner as notice for regular, special and emergency meetings set forth above, except that the notice shall indicate the general subject matter to be considered at the executive session and set forth the statutory basis for calling the executive session. The Commission may fully discuss Commissioners' views but may not make any final decisions during any executive session.

Executive sessions shall be held only for the following purposes:

ORS 192.660(2)(a). To consider the employment of a public officer, employee, staff member or individual agent if:

- A. The Port has advertised the vacancy;
- B. The Commission has adopted regular hiring procedures;
- C. In the case of an officer, the public has had the opportunity to comment on the employment of the officer; and
- D. In the case of a chief executive officer, the governing body has adopted hiring standards, criteria and policy directives in meetings open to the public in which the public has had the opportunity to comment on the standards, criteria and policy directives.

This authority does not apply to:

- (1) The filling of a vacancy in an elective office.
- (2) The filling of a vacancy on any public committee, commission or other advisory group.
- (3) The consideration of general employment policies.
- (4) The employment of the chief executive officer, other public officers, employees and staff members of a public body when the procedures listed above have been followed.

ORS 192.660(2)(b). To consider the dismissal or discipline of, or to hear complaints or charges brought against, a public officer, employee, staff member or individual agent who does not request an open hearing.

ORS 192.660(d). To conduct deliberations with persons designated by the governing body to carry on labor negotiations.

ORS 192.660(e). To conduct deliberations with persons designated by the governing body to negotiate real property transactions.

ORS 192.660(f). To consider information or records that are exempt by law from public inspection.

ORS 192.660(g). To consider preliminary negotiations involving matters of trade or commerce in which the governing body is in competition with governing bodies in other states or nations.

ORS 192.660(h). To consult with counsel concerning the legal rights and duties of a public body with regard to current litigation or litigation likely to be filed.

ORS 192.660(i). To review and evaluate the employment-related performance of the chief executive officer of any public body, a public officer, employee or staff member who does not request an open hearing.

ORS 192.660(j). To carry on negotiations under ORS chapter 293 with private persons or businesses regarding proposed acquisition, exchange or liquidation of public investments.

ORS 192.660(o). To consider matters relating to the safety of the governing body and of public body staff and volunteers and the security of public body facilities and meeting spaces.

ORS 192.660(p). To consider matters relating to cyber security infrastructure and responses to cyber security threats.

ORS 192.660(3). Labor negotiations IF negotiators for both sides request that negotiations be conducted in executive session. Labor negotiations conducted in the executive session are not subject to the notification requirements of ORS 192.640.

The President or other presiding officer shall announce the statutory authority for the executive session before going into closed session. Once the executive session has been convened, the President shall direct any representatives of the news media who are present not to report information from the executive session. Commissioners, staff and other persons present shall not discuss or disclose executive session proceedings outside of the executive session without prior authorization of the Commission as a whole.

SECTION 3: NOTICE AND LOCATION OF MEETINGS

3.1 APPLICATION: This policy applies to all meetings of the Port's Board of Commissioners, and to any meetings of subcommittees, or advisory groups appointed by the Commission if such subcommittees or advisory groups normally have a quorum requirement, take votes, and form recommendations as a body for presentation to the Commission.

3.2 NOTICE OF MEETINGS: Public notice for all meetings of the Commission, including executive sessions, shall be provided in the following manner:

- (a) Notice of Regular Meetings and Workshops shall be provided at least five (5) calendar days prior to the meeting.
- (b) Notice of Special Meetings shall be provided at least twenty-four (24) hours before the meeting.
- (c) Notice of Emergency Meetings shall be provided as soon in advance as possible of the

meeting.

- (d) The notice shall include the key topics expected to be discussed or decided at the meeting. If an executive session is expected, the notice shall include the statutorily authorized purpose of the executive session and the appropriate statutory cite.

Public notice shall be given in at least two of the following ways:

- (a) By publication in a newspaper of general circulation in the community.
- (b) By publication on the Port's website.
- (c) By posting in at least one public place, such as the Port's office door.
- (d) In the case of emergency meetings only, by telephone, email, or facsimile to local newspaper.

Notice of all Regular Meetings and Workshops will be provided to all Commissioners at least three (3) calendar days prior to the day of the meeting.

The notice will include an agenda with the principal subjects to be addressed.

[Bylaws Section 5.7]

In addition to the Commissioners, notice shall be sent to local media, and to all persons or other media representatives having requested notice in writing of every meeting. Written notice shall also be sent to any persons who the Port knows may have a special interest in a particular action, unless such notification would be unduly burdensome or expensive. For emergency meetings, the Port shall provide notice to the public to the extent time allows, but at minimum will contact local media to inform them of the meeting.

3.3 LOCATION OF MEETINGS: Meetings will be held in the Commission meeting room, or at a time and place as fixed by the President of the Commission. *[Resolution 2019-12 "A Resolution Amending Port of Astoria Bylaws to Allow for Flexibility of Time and Location of Commission Meetings"]*

All meetings shall be held within the geographic boundaries of the Port, except for training sessions held without any deliberations toward a decision. No meeting shall be held in any place where discrimination on the basis of race, creed, color, sex, age, national origin, or disability is practiced. All meetings shall be held in places accessible to the handicapped.

3.4 MEETINGS HELD BY ELECTRONIC MEANS: All meetings of the Board, excluding executive sessions, must provide members of the general public, to the extent reasonably possible, an opportunity to:

- (a) Access and attend the meeting by telephone, video or other electronic or virtual means;
- (b) If in-person oral testimony is allowed, submit during the meeting oral testimony by telephone, video or other electronic or virtual means; and
- (c) If in-person written testimony is allowed, submit written testimony, including by electronic mail or other electronic means, so that the governing body is able to consider the submitted testimony in a timely manner.

SECTION 4: INTERPRETERS FOR HEARING IMPARED

The Port shall comply with ORS 192.630(5) regarding the provision of interpreters for the hearing

impaired at Commission meetings, in accordance with the following rules:

- (a) The Port shall make a good faith effort to have an interpreter for hearing impaired persons provided at any regularly scheduled meeting if the person requesting the interpreter has given the Port at least forty-eight (48) hours' notice of the request, provided the name of the requester, the requester's sign language preference, and any other relevant information which the Port may require. "Good faith efforts" shall include contacting the Oregon Disabilities Commission, or other state or local agencies that maintain a list of qualified interpreters.
- (b) If a meeting is held upon less than forty-eight (48) hours' notice, the Port shall make reasonable efforts to have an interpreter present.
- (c) The requirement for an interpreter does not apply to emergency meetings.
- (d) The Office Manager or Executive Assistant shall be responsible for developing and maintaining a list of qualified interpreters and is responsible for arranging for attendance of an interpreter at any meeting for which an interpreter is requested.

SECTION 5: COMMISSION MEETING CONDUCT *[Bylaws Section 5.10]*

5.1 PRESIDING OFFICER: The President shall preside at Commission meetings. In the President's absence, the Vice-President shall preside. If both the President and Vice-President are absent, the remaining members shall select a Commission member to preside.

5.2 CONDUCT OF MEETINGS: The President or other presiding officer at any Commission meeting shall have full authority to conduct the meeting. Meetings shall be conducted in such a manner as to provide a full and fair opportunity for discussion of the issues in an efficient and timely manner, any decision of the presiding officer at the meeting may be overridden by a majority vote of the Commission.

5.3 PUBLIC PARTICIPATION/PUBLIC COMMENT: Commission meetings are business meetings of the Commission – they are not meetings of the public. Although it is an important part of the Commission's work to seek public input when appropriate, the Commission shall be under no standing obligation to take public comment. Public comments shall be at the discretion of the President of the Commission and may be limited in subject matter or duration as directed by the President. *[Bylaws Section 5.1]*

5.4 QUORUM REQUISITES: A majority of the positions on the Commission (filled or vacant) shall constitute a quorum. A quorum is required to be present in order for the Commission to deliberate or take any final action. If only a quorum is present, a unanimous vote shall be required to take final action.

5.5 VOTING: Except when Oregon law requires a unanimous vote, or except as otherwise provided in the Port's Bylaws, a majority vote of the entire Commission is required to approve any Commission action, regardless of the number of Commissioners present (assuming the quorum requirement is met) at the meeting in which the action is being taken. This rule shall also apply to all proceedings of committees. A roll call vote will be taken on all ordinances and resolutions. Any other question coming before the Commission will be resolved by voice vote, unless a roll call vote is requested by any single Commissioner. The outcome of any vote shall be recorded in the meeting minutes. No voting may be done by proxy. *[Bylaws Section 5.9]*

5.6 PROCEDURAL RULES/MOTIONS: In order to ensure focused and efficient discussion and to speed Commission proceedings, the following procedures shall apply to all meetings of the Commission. Robert's Rules of Order (most recent edition) shall be used to decide any issues regarding parliamentary procedure not addressed by this policy or the Port Bylaws.

1. **Initiate Discussion.** To initiate a discussion on a matter before the Commission, any Commissioner may address the President and state a Motion, doing so clearly and concisely. Any Commissioner may second the Motion; if a Motion does not receive a second, it dies. Motions of a purely administrative nature may proceed without a second. The President must state the question before discussion on the Question/Motion. Commissioners may discuss the Motion only after it has been moved and seconded. Unless otherwise stipulated below, all motions require a second, are debatable, and require a majority of the Commission to pass.
2. **Procedural Motions.** Once a Motion has been made, the President will originate all procedural motions.
3. **No Motion Required.** When the Commission concurs that an item does not require a formal motion, the President will summarize the agreement at the conclusion of discussion.
4. **Amendment to Motion.** A Motion to Amend the Main Motion must be initiated and passed in the same manner as any other motion and must be discussed as a separate motion. The Motion to Amend must be resolved before debate on the Main Motion resumes.
5. **Further Study.** Where a Commissioner believes it appropriate to refer a matter to a committee for further study, a motion to refer the matter to a committee may be made.
6. **Table the Motion.** Where a commissioner finds reason to lay the Main Motion aside temporarily without setting a time for resuming consideration of the matter, but with the provisions that the matter may be taken up again if the majority so decides, a Motion to Table may be made. This motion is not debatable.
7. **Take from the Table.** Where a Commissioner desires to resume consideration of a Main Motion on the table, the Commissioner may make a Motion to Take from the Table.
8. **Postpone the Motion.** Where a Commissioner believes that a matter requires further study or wants more time to consider the matter and thus desires to delay final consideration and a vote on the matter to a specific time, a Motion to Postpone is in order.
9. **Motion for the Previous Question.** Where a Commissioner desires to end debate altogether and prevent the making of any further secondary motions (e.g. Motion to Amend), a Motion to Call the Question ("I move the previous question," or "I call the question," or "I move we vote now") is in order. This motion is not debatable and requires a 2/3 majority to pass. If the motion does not pass, debate on the Main Motion resumes.
10. **Motion to Rescind.** A Motion to Rescind may be used when a Commissioner wishes to nullify a previous Commission decision or action.

11. **Motion to Reconsider.** If new information comes to light and a Commissioner believes the Commission would render a different decision in light of the new information, a Motion to Reconsider is in order. This motion may only be made at the same meeting at which the original decision was made or the one following.
12. **Voting.** The Commissioner making the motion, the President, or the meeting recorder shall repeat the motion prior to voting. Once a vote is final, the matter is closed for discussion and shall not be brought before the Commission again without a clear showing that circumstances warrant reconsideration.
13. **Points of Order.** Any Commissioner may raise a point of order at any time. The President shall decide all points of order, subject to the right of any Commissioner to appeal the decision to all Commissioners present.

5.7 CONFLICT OF INTEREST: Any Commissioner with a potential conflict of interest shall declare the conflict for the record but may participate in discussions and vote. Any Commissioner with an actual conflict of interest shall declare the conflict for the record and refrain from discussion or voting. If any member of the Commission has had any ex-parte contact in a quasi-judicial matter, the member shall declare the contact prior to participating in the discussion on the matter.

5.8 SPEAKING BY COMMISSIONERS: Any Commissioner desiring to be heard shall request to be heard by the President. Once recognized, the speaker shall confine his or her remarks to the subject under consideration. No Commissioner shall speak more than once on a particular question until every other Commissioner has had an opportunity to do so. Commissioners will speak one at a time, allowing one another to finish. However, a Commissioner may interrupt another Commissioner and ask the President to recognize a question of personal privilege in cases where the Commissioner's integrity, character, or motives are questioned. If the President recognizes the privilege, the speaker being interrupted shall yield to the Commissioner raising the question. *[Bylaws Section 5.10.D]*

5.9 VIRTUAL ATTENDANCE: Personal attendance at a Commission meeting is required in order for a Commissioner to have full deliberate and voting rights at the meeting. A Commissioner may attend a Commission Meeting by telephone or other electronic means provided the chosen electronic means does not interfere with the ability of the Commission to fully, clearly, and expeditiously deliberate and vote on the matters to be decided and the members of the public in attendance may clearly hear and understand all deliberations as they occur. *[Bylaws Section 5.11]*

5.10 AGENDAS *[Bylaws Section 5.12]*: In cooperation with the Executive Director, the President shall prepare an agenda of the business to be presented at all Regular Business meetings, Special Meetings, and Emergency Meetings.

The agenda for all Regular Meetings, Workshops, and Special Meetings shall be finalized by the President and sent with all supporting documentation to the Commissioners no later than three (3) calendar days prior to the day of the meeting. No agenda items may be added to or removed from the agenda after issuance to the Commission, except as provided in subsection below. The agenda for an Emergency Meeting shall be finalized as soon as is practicable under the circumstances. It is the express desire of the Commission that meetings be conducted efficiently and in an orderly fashion. In support of this objective, the Commission provides as follows:

- (a) Commissioners shall make every effort to ensure that subjects they wish to be considered are submitted to the Executive Director or President in time to be placed on the agenda. A Commission member may add or remove an item from the agenda by motion at the beginning of the meeting. Any such motion must be seconded and then approved by a majority of the Commission.
- (b) A consent calendar will be placed on the agenda to address routine matters of an administrative nature that may be approved by a single vote of the Commission. At minimum, the consent calendar shall contain the following:
 - i. Minutes of the previous meeting;
 - ii. Upcoming events; and
 - iii. Monthly financial report.

Upon motion by any one Commissioner, and upon receipt of a second to the motion, a majority of Commissioners present may approve removing any item from the consent calendar for separate consideration. Items remaining on the consent calendar will be acted upon by a single motion to "adopt the consent calendar." Receipt of a motion and second to adopt the consent calendar precludes further discussion of any item remaining on the consent calendar. Adoption of the consent calendar by the affirmative vote of the majority of Commissioners present shall have the same effect as a separate vote on each item.

5.11 MINUTES: Minutes shall be taken at all meetings of the Commission. Minutes shall, at minimum, list the Commission members present; summarize the major topics discussed at the meeting; the outcome of any discussion; and the outcome of any formal action taken. Minutes may be taken by hand, by audiotape, or by videotape. Executive session minutes shall be stored separately from other meeting minutes to avoid inadvertent disclosure. *[Bylaws Section 5.8]*

The Commission shall keep minutes of all of its meetings, including executive sessions, in accordance with the requirements of ORS 192.650.

5.11.1 Disclosure of Executive Session Minutes. If disclosure of material in the executive session minutes would be inconsistent with the purpose for which the executive session was held, the material may be withheld from disclosure. No executive session minutes may be disclosed without prior authorization of the Commission.

5.11.2 Retention. Any tape recordings or written minutes of public Commission meetings or executive sessions shall be retained by the Port until such time as their disposal is authorized by rule or specific authorization of the State Archivist pursuant to ORS 192.105 and OAR chapter 166, Division 150.

5.11.3 Availability to the Public. Written minutes of public sessions shall be made available to the public within a reasonable time after the meeting.

5.12 SMOKING: Smoking Oregon's Indoor Clean Air Act prohibits smoking in Port buildings and within 10 feet of all entrances, exits and accessibility ramps that lead to and from an entrance or exit, windows that open and air-intake vents. "Smoking" includes cigarettes, cigars, pipes, and the use of "inhalant delivery systems" (vaping), and other devices. The Commission may adopt anti-

smoking policies that are stricter than state law and prohibit smoking on Port properties other than buildings.

5.13 SPECIAL CIRCUMSTANCES: In the case of emergency circumstances (medical emergency, threat to public safety, etc.), the meeting may be adjourned without motion or preamble. If a loss of quorum occurs for any reason during the course of the meeting, the meeting is considered adjourned at that point. The minutes of the meeting shall reflect how and why the meeting was adjourned.