



## **BOARD COMPOSITION REVIEW AGENDA**

**Date:** April 3, 2018

**Time:** 8:20AM

**Place:** Kitsap Transit – Norm Dicks Government Center – Council Chambers  
345 6<sup>th</sup> Street, Bremerton, WA 98337

Designated representatives: Edward Wolfe (Kitsap County), Mayor Kol Medina (Bainbridge Island), Mayor Becky Erickson (Poulsbo), Councilmember Leslie Daus (Bremerton), Mayor Robert Putansuu (Port Orchard)

### **1. BUSINESS / ACTION ITEMS**

- a. Approval of March 29, 2018 Board Composition Review Minutes
- b. Resolution No. 18-01, Adopting Changes to Kitsap Transit's Board Composition

### **2. ADJOURN**

## KITSAP TRANSIT BOARD COMPOSITION REVIEW COMMITTEE

### MINUTES OF MARCH 29, 2018

#### **Members Present:**

Daug, Leslie, Councilmember, City of Bremerton  
Erickson, Becky, Mayor, City of Poulsbo  
Medina, Kol, Mayor, City of Bainbridge Island  
Putansuu, Robert, Mayor, City of Port Orchard  
Wolfe, Edward, Kitsap County Commissioner, *Chairperson*

#### **Staff Present:**

Boltz, Jill, Clerk of the Board  
Clauson, John, Executive Director  
Templeton, Ron, General Counsel

**1. CALL TO ORDER:** The meeting was called to order at 2:55PM.

#### **2. APPROVAL OF MARCH 8, 2018 BOARD COMPOSITION REVIEW MINUTES**

**MOTION:** Councilmember Daugs moved and Mayor Erickson seconded the motion to approve the minutes of the March 8, 2018 Board Composition Review Committee. Motion passed unanimously.

#### **3. CONTINUED DISCUSSION: BOARD COMPOSITION REVIEW**

Chairperson Wolfe reminded the Committee of the previous discussion and concurrence to keep the Board of Commissioners at nine members.

Councilmember Daugs spoke to previous discussion on the numerous social services located in Bremerton, and the new projects and apartment complexes to be built with the need for transit in the community. Daugs distributed additional information supporting the need to retain the two seats for Bremerton.

Mayor Medina asked about the selection of the current at-large position.

Executive Director Clauson stated that interest is solicited from the three cities and provided to the Board Chair who then makes the selection. The appointment is for a two-year term.

Mayor Medina questioned whether the jurisdiction matters or is it based on the best

interest of the whole county. Medina stated that, in looking at data, the Board composition should remain the way it is and define the at-large position.

Mayor Putaansuu suggested adding a process for confirmation by the Board, not just a selection by the Chair from all interested (small cities) and not necessarily on a rotation.

Executive Director Clauson noted that there have been times when cities have not had a council member interested in sitting on the Board.

Chairperson Wolfe, speaking for Board (Commissioners), stated that the resources should be in the areas of most need and, based on the materials distributed, supports keeping with the status quo.

Mayor Erickson spoke to the data she provided showing growth and employment patterns with the concentration of routes in the Bremerton area. Erickson spoke to the growth throughout the county and that as the communities change there is a need for reflection of the change in transit. Erickson spoke to the need for the Board to have some say on the alternate positions.

Mayor Putaansuu stated that the data supports keeping the composition the same. All of the communities are growing and need a strong partnership with transit to grow responsibly. The biggest challenge for the Board members is to represent transit as a whole and it is very important to work together for the resources. Putaansuu spoke to some concerns for the process of selecting the at-large position.

Legal Counsel Templeton spoke to the State statute and clarification on the selection process in which the Board "...shall consist of elected officials selected by and serving at the pleasure of the governing bodies of component cities within the area and the county legislative authority of each county within the area."

The Committee discussed options and the process for selecting the at-large position.

**MOTION: Mayor Putaansuu moved and Councilmember Daug seconded a motion to change the process for the at-large small city position to be a 2-year appointment that rotates between each small city with a rotation: Bainbridge Island, Poulsbo, and Port Orchard. The member jurisdiction has the option to present a board member. If they choose not to present a board member, the option would then jump to the next jurisdiction in line. Motion passed unanimously.**

**MOTION: Mayor Medina moved and Mayor Putaansuu seconded a motion to amend the bylaws for the two Bremerton seats to be chosen by their legislative body. Motion passed unanimously.**

**MOTION: Mayor Putaansuu moved and Mayor Medina seconded a motion to amend the bylaws where, in the event a board member is not able to fulfill the term, the member jurisdiction will select another board member. Motion passed unanimously.**

Commissioner Wolfe spoke to the idea of adding a non-voting citizen member to the Board which would require legislative action.

**5. ADJOURN:** Chairperson Wolfe adjourned the meeting at 3:47PM.

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Edward Wolfe, Chairperson

ATTEST:

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Jill A. Boltz, MMC  
Clerk of the Board

## **RESOLUTION 18-01**

A RESOLUTION OF KITSAP TRANSIT'S BOARD COMPOSITION REVIEW COMMITTEE  
PURSUANT TO RCW 36.57A.055

**WHEREAS**, RCW 36.57A.055 requires the periodic review of a Public Transportation Benefit Area's governing body composition; and

**WHEREAS**, a letter was sent on February 8, 2018 to the component jurisdictions as notification of the date, time and location of the governing body review; and

**WHEREAS**, the February 8, 2018 letter requested each component jurisdiction to provide the Executive Director of Kitsap Transit with the name of the elected representative chosen to serve on the "Review Committee;" and

**WHEREAS**, the "Review Committee" met on March 8 and 29, 2018 in Kitsap Transit's Conference Room and again on April 3 at the Norm Dicks Government Center and reached a unanimous decision regarding Kitsap Transit's Board Composition;

**NOW, THEREFORE**, the Kitsap Transit Board Composition Review Committee hereby approves and adopts the following Resolution:

Kitsap Transit's Board of Commissioners shall amend and fully replace Section 4 of Kitsap Transit's Bylaws with the following new Section 4:

### **SECTION 4: GOVERNING BODY.**

The governing body of Kitsap Transit shall be a Board of Commissioners (the Board") consisting of nine (9) Voting Member ("Voting Members") and one (1) Non-Voting Member ("Non-Voting Member").

#### **A. Voting Members:**

1. The Voting Members shall be comprised of the following officials:
  - (a) Two elected officials selected by and serving at the pleasure of the Bremerton City Council; and
  - (b) One elected official selected by and serving at the pleasure of the Poulsbo City Council; and
  - (c) One elected official selected by and serving at the pleasure of the Port Orchard City Council; and

- (d) One elected official selected by and serving at the pleasure of the Bainbridge Island City Council; and
- (e) Three members of the legislative body of Kitsap County; and
- (f) One "At-Large Member" selected by the City Council of Bainbridge Island, Port Orchard and Poulsbo (the "Three Cities") in accordance with the provisions set forth in Section A.2 below.

2. The "At-Large Member" position shall be governed by the following:

- (a) The At-Large Member shall serve for a term of two (2) calendar years.
- (b) The At-Large Member shall rotate between the Three Cities in the following order beginning on January 1, 2019:
  - (i) City of Port Orchard
  - (ii) City of Bainbridge Island
  - (iii) City of Poulsbo
- (c) The At-Large Member for each respective City must be an elected official of such City selected by and serving at the pleasure of such City's Council.
- (d) A City which has the right to select the At-Large Member may, by written notice sent to Kitsap Transit's Board Chair and Clerk not later than December 1 of the year prior to the year such City has the right to select the At-Large Member, decline to select such member, in which case, the At-Large Member shall be selected by the City Council next in line for the right to select the At-Large Member. The City which selects the At-Large member shall provide Kitsap Transit's Board Chair and Clerk the name of its At-Large Member no later than January 31 of the first year of such Member's Term.

3. Miscellaneous.

- (a) Each City must select and provide Kitsap Transit's Board Chair and Clerk of the Board the name(s) of its selected Voting Member(s) no later than January 31st of each year beginning with the 2019 calendar year.
- (b) If a Voting Member ceases to be an elected official, resigns or becomes incapacitated or deceased, the legislative authority of the Component Jurisdiction of which such Member was a Member shall select a successor who shall fill out an

unexpired term of such Member. Such successor shall be an elected official selected by and serving at the pleasure of such jurisdiction. If the Component Jurisdiction has designated an Alternate Voting Member pursuant to Section A.3.(c), the Alternate shall serve and vote as such jurisdiction's Voting Member of the Board unless and until a successor is selected by such jurisdiction.

(c) Each Component Jurisdiction may select an alternate or alternates for their respective Voting Member(s). Such alternate must also be an elected official selected by the legislative authority of such Component Jurisdiction, who may serve and vote in the event that the primary Voting Member is unable to attend.

(d) The legislative authority of each Component Jurisdiction may determine the length of the term of its selected Voting Member(s).

**B. Non-Voting Member.**

1. The Non-Voting Member shall be appointed by the labor organizations (the "Labor Organizations") which represent employees of Kitsap Transit. Such Labor Organizations currently consist of Evergreen State Division #1384 of the Amalgamated Transit Union, the International Association of Machinists and Aerospace Workers, District Lodge 60, Local Lodge 282; and the International Brotherhood of Chauffeurs, Teamsters, Helpers Local 589.

2. In the event the Labor Organizations cannot unanimously agree on the Non-Voting Member, then the Non-Voting Member shall be selected by a majority vote of the Labor Organizations, with each Labor Organization having a single vote. By way of example, so long as there are three Labor Organizations, the non-voting member shall require approval of two of the three Labor Organizations.

3. Non-Voting Members shall be elected in December of each year and shall serve for a term of two (2) calendar years beginning on January 2 of each odd year. The Non-Voting Member shall comply with all governing by-laws and policies of Kitsap Transit. The Board Chairperson (or Vice-Chairperson in the absence of the Chairperson) of Kitsap Transit shall exclude the non-voting member from attending any executive session held for the purpose of discussing negotiations with labor organizations. The Board Chairperson (or Vice-Chairperson in the absence of the Chairperson) of Kitsap Transit may exclude the non-voting member from attending any other executive session.

However, the Board Chairperson (or Vice-Chairperson in the absence of the Chairperson) shall consider, on a case by case basis, the appropriateness of the Non-Voting Member's participation in matters to be addressed in Executive Sessions and in exercising this authority, the Chairperson (or Vice-Chairperson) shall refrain from making any arbitrary and capricious decisions.

4. The Executive Director, Board Chair or their designee shall review KT's By-Laws and policies governing Board Meetings with each incoming Non-Voting Member, including specifically the strict confidentiality of all executive session matters.

C. **Subsequent Composition Review.** With the unanimous vote of Kitsap Transit's Board of Commissioners, the Board may call a meeting for the review of Kitsap Transit's Governing Body in 2 year intervals subject to the procedures set forth in RCW 36.57A.055.

D. **Effective Date.** This Resolution shall be effective as of November 15, 2018 and govern the allocation and selection of Kitsap Transit's Board of Commissioners for the 2019 calendar year and all years thereafter until this Section 4 is amended following a Board Composition Review.

**ADOPTED** by the Board Composition Review Committee at their meeting held on the 3<sup>rd</sup> day of April, 2018.

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Edward Wolf, Committee  
Chairperson

ATTEST:

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Jill A. Boltz, MMC  
Clerk of the Board