

King County Regional Homelessness Authority

Governing Committee

Proposed Bylaws Revisions

Staff Report

January 21, 2021

Background:

At the August 20, 2020, meeting the Governing Committee approved four amendments to the proposed Bylaws, however the Bylaws in their entirety were not adopted. Subsequent to the approval of the amendments concerns were raised regarding the approved amendment establishing a voting threshold for amendments to the budget, plans and policies. Additionally, a proposal to rotate the Committee Chairs was not taken up at that Meeting. The revisions before you address both of those topics.

The proposed revised Bylaws are attached in a redlined version and a clean version.

Revisions:

Article III, Sections 3.01 and 3.02 Governing Committee Officers and Committees: Chair and Co-Chairs

Proposed language to create a Governing Committee rotating Chair structure. Each member bloc (Lived Experience, King County, Seattle, and Sound Cities Association) will designate a member to serve as Chair for a one-year term. The Chair for each meeting will rotate among the four designated members. An annual meeting calendar will identify who will chair each meeting. Special meetings will be chaired by the Chair next in the rotation. If a designated Chair cannot preside at a meeting, either another Co-Chair will preside or, if none, the member bloc from which the designated chair was selected shall designate an alternate to facilitate the meeting. This is intended to provide equitable chairing duties, and ensure Members, staff, and the public have shared expectations for the facilitation of future regular and special meetings.

Article IV, Section 4.01 (a) Meetings of the Governing Committee

Proposed language that explicitly states the intent of the Governing Committee that every effort will be made to ensure all voting members will be present at meetings at which discussion and votes on substantive issues, such as decisions related to the budget and plans and policies, will be taken. This is consistent with the intent that the work of the Authority be an inclusive and collaborative effort with all Members involved.

Article IV, Section 4.05 Voting Requirements

The proposal is to strike this section in its entirety.

KING COUNTY REGIONAL HOMELESSNESS AUTHORITY

GOVERNING COMMITTEE BYLAWS

Article I. Authority

Section 1.01 Authority; Purpose.

The “Interlocal Agreement for the Establishment of the King County Regional Homelessness Authority” dated December 18, 2019 (as it may be amended and supplemented, the “Interlocal Agreement”) between King County (the “County”) and the City of Seattle (“Seattle”), creates a Governing Committee (a “Governing Committee”). The Governing Committee serves as the administrator of the King County Regional Homelessness Authority (the “Authority”) and provides oversight to the Authority by performing the duties established therein. The purpose of these bylaws (“Bylaws”) is to establish procedures for Governing Committee operations. These Bylaws are adopted by the Governing Committee pursuant to Article VIII, Section 1(b)(i)(3) of the Interlocal Agreement. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Interlocal Agreement.

Section 1.02 Guiding Principles.

Actions of the Authority and its governing bodies, including the Governing Committee, will adhere to and be informed by the Interlocal Agreement, including but not limited to, the Guiding Principles outlined in Article IV, Section 3 of the Interlocal Agreement, an equity-based decision making framework as articulated in Article VIII, Section 2(m) of the Interlocal Agreement, a theory of change, and evidenced-based practices.

Article II. Governing Committee Membership

Section 2.01 Membership Generally.

The Governing Committee is comprised of 12 members appointed pursuant to Article VIII, Section 1(a) of the Interlocal Agreement, representing elected officials and individuals representing those with Lived Experience. The Lived Experience Coalition shall select representatives of individuals with Lived Experience who shall be appointed by the Advisory Committee to the Governing Committee. All Members of the Governing Committee have equal status, voting rights and authority; provided, however, the Chairs (as defined below) and other officers of the Governing Committee (if any) may have additional responsibilities as set forth herein and in policies and procedures of the Governing Committee.

Section 2.02 Governing Committee Term.

Members of the Governing Committee shall serve terms as provided in Article VIII, Section 1(f) of the Interlocal Agreement, except for Members representing those with Lived Experience. Representatives of individuals with Lived Experience will serve for terms of 24 consecutive months from the date of their appointment, or until replaced, as described in these Bylaws. Representatives of individuals with Lived Experience may be re-appointed by the Lived

Experience Coalition for up to three terms. Any Governing Committee Member may be deemed to have forfeited his or her position as a Governing Committee Member and may be removed from such position as provided in Article VIII, Section 1(g) of the Interlocal Agreement.

Section 2.03 Vacancies.

A vacancy or vacancies on the Governing Committee shall be deemed to exist in the case of the death, disability, resignation, removal by forfeiture or removal by the entity that appointed the Member of any Member of the Governing Committee or if the elected official or individual is no longer eligible for such appointment. Any vacancy on the Governing Committee shall be filled in the same manner as the original appointment, and in accordance with these Bylaws.

Section 2.04 Alternates.

Each Member of the Governing Committee representing those with Lived Experience appointed pursuant to these Bylaws may have one alternate (an “Alternate”) to serve on the Governing Committee in the absence of such Member. Other Members of the Governing Committee may also each appoint one alternate to serve on the Governing Committee, provided that the Seattle Mayor and King County Executive may appoint a representative from within their respective Executive Teams. Each Governing Committee Member is responsible for notifying the Governing Committee of the name of the Alternate, if any, for such Member. For Members representing those with Lived Experience, there may be a total of three alternates who may serve on behalf of any Member of the Governing Committee representing those with Lived Experience. Either the primary Governing Committee Member or such Member’s Alternate may attend meetings; provided, however, if both representatives are in attendance at a meeting of the Governing Committee, only the primary Governing Committee Member shall be included for purposes of establishing a quorum and voting on matters before the Governing Committee. If an Alternate is serving in a meeting on behalf of a the Governing Committee Member, such Alternate shall have all of the rights and authority of the primary Governing Committee Member under the Interlocal Agreement and these Bylaws, including but not limited to establishing a quorum and voting on matters before the Governing Committee. When a Governing Committee Member is represented by a properly-named Alternate, the Member is considered to have an excused absence from the meeting and is not subject to forfeiting their seat as outlined in Article VIII, Section 1(g) in the Interlocal Agreement.

Article III. Governing Committee Officers and Committees

Section 3.01 Officers of the Governing Committee.

The Governing Committee shall have one or more ~~Chairs~~chairs (a “Chair” or “Co-Chair”) as described below. The Governing Committee may elect other officers and assistant officers as may be determined to be necessary. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Governing Committee may prescribe.

Section 3.02 Chairs and Co-Chairs.

No later than ~~December~~January 31, 20202021, and annually thereafter, the Governing Committee shall ~~elect~~require Lived Experience, Sound Cities Association, County and Seattle to designate from its Governing Committee Members ~~one or more Chairs (each a “Chair” and collectively, a “Co-Chair” or “Chairs”).~~ Each Chair shall Chair to serve for a twoone-year term. In the event that the Governing Committee elects to have Co-Chairs, the The Chair for each Governing Committee may establish a schedule for each Chair to rotate chairing dutiesmeeting will rotate among the four designated members. A calendar of meetings will be established that identifies who will chair each of the meetings as identified on the upcoming year’s calendar. In the event of a special meeting of the Governing Committee, the Chair identified as next in the rotation will also be responsible for facilitating the special meeting.

It shall be a Chair’s duty to see that the transaction of Governing Committee business is in accordance with law, the Interlocal Agreement, and these Bylaws. A Chair of the Governing Committee shall have the following authority and responsibilities: to preside at regular and special meetings of the Governing Committee; to call special meetings as determined to be appropriate; and to execute documents requiring approval of the Governing Committee (such as resolutions of the Governing Committee). On resolutions approved by the Governing Committee, the signature of the Chair presiding at the meeting where the resolution was approved shall be sufficient to bind the Authority.

If the Chair who is scheduled to preside at a meeting is unable to attend such meeting, the ~~Governing Committee Members then in attendance shall elect, by majority vote, another Chair in attendance to preside at~~will notify the other Co-Chairs and request that one of the other Co-Chairs chair the meeting, or (if all, In the event none of the Co-Chairs are unableable to attend the meeting), a Chair pro tem to preside at such meeting, the member bloc from which the Chair was selected will designate an alternate to facilitate the meeting.

Section 3.03 Removal from Office.

Upon reasonable prior notice to all Governing Committee Members of the alleged reasons for dismissal, the Governing Committee, by an affirmative vote of a majority of the Governing Committee Members, may remove any Chair or other officer of the Governing Committee from such position whenever in its judgment the best interests of the Authority will be served thereby.

Section 3.04 Vacancies.

The Governing Committee shall fill any officer position which becomes vacant with a successor who shall hold office for the unexpired term and until such officer’s successor shall have been duly appointed and qualified.

Section 3.05 Committees.

The Governing Committee may, by resolution, establish an executive committee and other committees, each consisting of one or more Governing Committee Members, to advise the Governing Committee. The designation of any such committees and the delegation thereto of

authority shall not operate to relieve any Governing Committee Member of any responsibility imposed by law.

Article IV. Meetings of the Governing Committee

Section 4.01 Governing Committee Meetings.

(a) *General.* Regular meetings of the Governing Committee shall be held at least four times per year in accordance with Article X of the Interlocal Agreement. The date, time and place of regular meetings for the upcoming calendar year shall be approved by resolution no later than the last regular meeting of the preceding calendar year. Regular and special meetings of the Governing Committee shall be held and noticed pursuant to the Interlocal Agreement and the chapter 42.30 RCW (“Open Public Meetings Act”).

Consistent with the intent that the work of the Authority be an inclusive, collaborative effort with all members fully involved in this work and key decision making, it is the intent of the Governing Committee that every effort will be made to ensure all voting members will be present at meetings at which discussion and votes on substantive issues, such as decisions related to the budget and plans and policies, will be taken. At any meeting, a hearing of a particular matter may be continued to any subsequent meeting by a majority vote of the Governing Committee present, as provided in RCW 42.30.100. Notice of any continued meeting shall be provided in the same manner as special meetings. Meetings of the Governing Committee that fall on a holiday shall be rescheduled or cancelled by the Governing Committee.

(b) *Executive Sessions.* Executive sessions of the Governing Committee shall not be open to the public. Executive Sessions may be attended by Members of the Governing Committee, Alternates, legal counsel to the Authority, authorized staff members and/or other individuals as authorized by the Chair presiding over the meeting so as long as the attorney client privilege will not be deemed waived by such persons participation in the executive session.

Prior to convening an executive session, the Chair presiding over the meeting shall announce the executive session to those attending the meeting by stating the purpose of the executive session (in sufficient detail to identify the purpose as falling within one of those identified in the Open Public Meetings Act), and the time when the executive session shall end. The executive session may be extended by announcing to the public that it will be extended to a stated time. The Governing Committee shall not reconvene open session until the time stated unless such meeting is reconvened solely for the purpose of ending the meeting without further discussion or action. No final action shall be taken during an executive session. Everything discussed during an executive session, and all written materials reviewed during an executive session, shall be considered confidential by law and shall not be publicly disclosed by any Member of the Governing Committee, any Alternate or attendee of the executive session absent a vote of the Governing Committee on the record in a public meeting. This restriction applies to all executive session discussions and materials regardless of whether the Authority’s counsel is present.

Section 4.02 Quorum.

At all meetings of the Governing Committee, a quorum of the Governing Committee must be present in order to do business on any issue. A quorum shall be defined as nine Governing Committee Members selected pursuant to these Bylaws.

For the sake of clarity, “doing business on any issue” means taking any “action” as defined in the Open Public Meetings Act. As of the date of these Bylaws, “action” is defined in the Open Public Meetings Act (RCW 42.30.020(3)) as “the transaction of the official business of a public agency by a governing body including but not limited to receipt of public testimony, deliberations, discussions, considerations, reviews, evaluations, and final actions. ‘Final action’ means a collective positive or negative decision, or an actual vote by a majority of the members of a governing body when sitting as a body or entity, upon a motion, proposal, resolution, order, or ordinance.”

Section 4.03 Remote Participation in Governing Committee Meetings.

Pursuant to the Interlocal Agreement, meetings of the Governing Committee shall be open to the public to the extent required by the Open Public Meetings Act. Governing Committee Members may participate in a regular or special meeting in person or through the use of any means of communication by which all attending Members and members of the public participating in such meeting can hear each other during the meeting. Any Member participating in a meeting by such means is deemed to be present in person at the meeting for all purposes including, but not limited to, establishing a quorum and taking action as defined in the Open Public Meetings Act.

The Governing Committee may establish procedures for allowing members of the public to remotely participate in its meetings. Such procedures shall include, at a minimum, for telephone access to be provided to members of the public wishing to participate remotely. The telephone number shall be included in the meeting agenda available on the Authority’s website and through other means feasible to the Authority, including on the Authority’s public calendar and through social media, as applicable.

Section 4.04 Conduct of Business.

Meeting agendas will be set by the Chair scheduled to preside over the meeting in consultation with the other Co-Chairs of the Governing Committee and the Chief Executive Officer. The Chief Executive Officer will provide the agenda, previous meeting minutes and other meeting materials to all Members of the Governing Committee at least seven calendar days in advance of any regular meetings. ~~King County Regional Homelessness~~ Authority staff will be responsive to Governing Committee Members representing those with Lived Experience and staff hired by the Lived Experience Coalition, with requests and support as needed. Regular meeting agendas will include, but are not limited to, the approval of the minutes of the previous regular meeting and any special meetings held during the applicable time period and any other items for Governing Committee consideration and approval. Minutes shall be taken and recorded, whether in writing, by tape recording or by any other method deemed appropriate, for each meeting, and provided upon request as provided in Article X, Section 9 of the Interlocal Agreement.

The Governing Committee may devote part or all of its meeting to an informational study session during which no comments from the audience will be permitted, unless the Chair presiding over the meeting or a majority of the Governing Committee from time to time should decide otherwise.

~~Section 4.05—Voting Requirements.~~

~~Notwithstanding anything to the contrary herein or in the Interlocal Agreement, matters before the Governing Committee shall require an affirmative vote of its Members as follows, provided, that in each case, at least a quorum (nine Members) of the Governing Committee shall be in attendance at any meeting for business to be transacted:~~

~~(a) *Approval of the Annual Budget.* An affirmative vote of at least 2/3 of the Members of the Governing Committee in attendance at the meeting shall be required to approve the annual budget, in the form developed and recommended by the Implementation Board.~~

~~(b) *Amendments to the Budget.* An affirmative vote of at least eight Members of the Governing Committee shall be required to amend the annual budget, in the form developed and recommended by the Implementation Board.~~

~~(c) *Approval of Goals, Policies and Plans.* An affirmative vote of at least 2/3 of the Members of the Governing Committee in attendance at the meeting shall be required to approve the Goals, Policies and Plans, in the form developed and recommended by the Implementation Board.~~

~~(d) *Amendments to Goals, Policies and Plans.* An affirmative vote of at least eight Members of the Governing Committee shall be required to amend the Goals, Policies and Plans, in the form developed and recommended by the Implementation Board.~~

~~(e) *Confirmation of Appointment of Chief Executive Officer.* An affirmative vote of at least 2/3 of the Governing Committee in attendance at the meeting shall be required to confirm the appointment of the Chief Executive Officer, as recommended by the Implementation Board.~~

~~(f) *Removal of Chief Executive Officer.* An affirmative vote of at least nine of the Members of the Governing Committee shall be required to remove the Chief Executive Officer.~~

~~(g) *Other Matters.* An affirmative vote of at least a majority of the Governing Committee present at the meeting shall be required for all other matters.~~

Article V. Code of Conduct

Section 5.01 Code of Conduct; Ethics.

In accordance with, and as more fully set forth in, Article VIII, Section 4 of the Interlocal Agreement, Governing Committee Members shall conduct themselves in accordance with all applicable laws, including but not limited to, chapter 42.23 RCW (the “Code of Ethics for Municipal Officers”), the Open Public Meetings Act, the Interlocal Agreement, these Bylaws, and policies of the Authority.

Section 5.02 Attorney-Client Privilege and Work Product.

In accordance with, and as more fully set forth in, Article VIII, Section 4 of the Interlocal Agreement, the Authority, and not any individual Member of the Governing Committee, is the holder of any attorney-client privilege with the Authority's counsel and any attorney work product protection. No individual Member of the Governing Committee shall make any disclosure or release any information which would result in the waiver of the attorney-client privilege or work product protection absent a vote of the Governing Committee majority on the record in a public meeting.

Article VI. Approval of Bylaws

Pursuant to Article III, Section 1(b)(i)(3) of the Interlocal Agreement, these Bylaws were approved by an affirmative vote of the Governing Committee pursuant to Resolution No. _____, adopted on _____, ~~2020~~2021.

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Section 4.02 Quorum.

At all meetings of the Governing Committee, a quorum of the Governing Committee must be present in order to do business on any issue. A quorum shall be defined as nine Governing Committee Members selected pursuant to these Bylaws.

For the sake of clarity, “doing business on any issue” means taking any “action” as defined in the Open Public Meetings Act. As of the date of these Bylaws, “action” is defined in the Open Public Meetings Act (RCW 42.30.020(3)) as “the transaction of the official business of a public agency by a governing body including but not limited to receipt of public testimony, deliberations, discussions, considerations, reviews, evaluations, and final actions. ‘Final action’ means a collective positive or negative decision, or an actual vote by a majority of the members of a governing body when sitting as a body or entity, upon a motion, proposal, resolution, order, or ordinance.”

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Article VI. Approval of Bylaws

Pursuant to Article III, Section 1(b)(i)(3) of the Interlocal Agreement, these Bylaws were approved by an affirmative vote of the Governing Committee pursuant to Resolution No. _____, adopted on _____, 2021.