

## **SEATTLE PUBLIC UTILITIES CUSTOMER REVIEW PANEL CHARTER**

*As approved by Panel March 4, 2019*

1. **DUTIES OF CUSTOMER REVIEW PANEL.** The Customer Review Panel (“Panel”) shall be generally responsible for providing ongoing stakeholder oversight of Seattle Public Utilities (“SPU”), offering advice and recommendations to SPU as it implements elements of the Strategic Business Plan (“Plan”) and develops future updates of the Plan. Specifically, per City Resolution 31800, the Panel shall:
  - A. Provide oversight of the Plan implementation:
    1. Review and provide input on the progress on the action plans and other deliverables related to the adopted Plan; and
    2. Monitor the six-year rate path endorsed by the Plan, gain an understanding of the drivers impacting the revenue requirements that differ from those assumed in the endorsed rate path, and provide input in support of the Plan implementation.
  - B. Provide input into Plan updates:
    1. Gain a knowledge of SPU services, financial policies, costs, and rates;
    2. Review the Plan’s assumptions, technical evaluations, policy directions, and action alternatives;
    3. Work closely with staff designated by the City Council and the Mayor to understand the issues and concerns of the City Council and the Mayor;
    4. Provide to the Mayor and City Council comments on the Plan concurrent with delivery of the final proposed Plan to the City Council; and
    5. Assist the Mayor and City Council in engaging customers in discussions of the merits and implications of the Plan.
2. **MEMBERSHIP.**
  - A. **COMPOSITION.** The Panel shall consist of eleven (11) members drawn from among SPU’s customers, and selected by the Mayor and City Council to ensure a balance of viewpoints regarding services and rates that are representative of the views within SPU’s customer base as a whole. The Mayor shall appoint members to the odd-numbered Panel positions,

and the Council shall appoint members to the even numbered Panel positions. All Panel members appointed by the Mayor shall be confirmed by the City Council, excepting appointments to fill an unexpired term of a Panel member.

- B. **TERMS OF REVIEW PANEL MEMBERS.** The term of each position shall be three years, except that the initial term of positions 1-5 shall be 23 months and the initial term of position 6-11 shall be 35 months; the initial terms shall be deemed to have commenced on August 1, 2018. Panel members may be reappointed up to a maximum of one additional term. A member whose term is ending shall continue on an interim basis as a member with voting rights until such time as a successor has been appointed by the Council or confirmed by the Council.
  - C. **RESIGNATION.** Any member of the Review Panel may resign at any time by delivering written or electronic mail notice to the Mayor, City Council, and Chair of the Review Panel. A resignation shall be effective when the notice is delivered unless the notice specifies a later date.
  - D. **DISMISSAL.** Any member of the Panel may be removed from the Review Panel by the majority vote of the Panel for three consecutive unexplained absences. The Panel must advise the member to be dismissed, the Council and the Mayor in writing at least five days before taking the action.
  - E. **APPOINTMENT OF REPLACEMENT MEMBER.** Upon the dismissal, resignation or incapacity of a member of the Panel, the appointing authority for that Position may appoint a replacement to serve the remainder of the member's term.
  - F. **APPOINTMENT OF SUBCOMMITTEES.** The Panel may approve creation of subcommittees composed of Panel members including less than a quorum of the Panel to provide advice to the Review Panel on specific issues within the scope of the Panel's general responsibilities. Subcommittees shall be governed by the same rules regarding meetings, voting, notice, waiver of notice and quorum as apply to the Panel.
- 3. **PANEL OFFICERS.** A Chair and two Vice-Chairs of the Panel shall be elected by the Members of the Review Panel from the Panel membership. The Chair and Vice-Chairs shall serve for terms of two years, commencing in October, and shall have the duties set forth in Section 6.
  - 4. **COMPENSATION.** No compensation shall be paid by SPU for any service as a member of the Panel or as its Chair or Vice-Chairs. Panel Members will be reimbursed for reasonable expenses for attending Panel meetings including but not limited to parking and/or bus tickets.

5. MEETINGS OF THE REVIEW PANEL.

- A. REGULAR AND SPECIAL MEETINGS. Regular meetings of the Panel shall be held not less than quarterly, to coincide with SPU's delivery of Plan quarterly progress reports to the Mayor and Council. It is anticipated that more frequent Panel meetings will be required as the Plan updates are being finalized for submittal to Mayor and Council. Panel meetings shall be held at such times and places as may be determined from time to time after polling the Panel members as to their availability. Special meetings of the Panel may be held at any time and place, whenever called by the Panel Chair.
- B. NOTICE OF MEETINGS. Notice of all meetings of the Review Panel shall be given by electronic mail to all Panel members at least seven (7) days prior to the date on which the meeting is to be held; provided, however, three (3) days' notice may be given in the case of a special meeting. Any notice shall specify the date, time and place of the meeting; Notice may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time at which the notice is required to be given, which shall be equivalent to the giving of notice.
- C. AGENDAS AND MATERIALS. The Chair shall work with SPU staff and the facilitator to confirm the agenda for each meeting in advance of the meeting date. Agendas will be made available to the Panel members electronically (by email) at least 3 days prior to the meeting and will be posted electronically on a website established by SPU for the Panel deliberations. At the beginning of the meeting any Panel member may request that an item be added to the agenda. The decision whether to add an item shall be made by a vote of the Panel members. Staff to the Panel shall make best efforts to provide all meeting materials to the Panel at least 3 days prior to the meeting date, and shall forward electronically to all Panel members any materials ready in advance of the date of the meeting.
- D. QUORUM. A quorum at any meeting shall consist of Panel members who represent a simple majority of all Members.
- E. PARTICIPATION BY TELEPHONE. Panel members may participate in meetings via telephone conference call but are encouraged to attend each meeting in person.
- F. VOTING. The Panel shall attempt to make decisions by consensus. Upon request of any member, a vote will be taken, in which case each Panel member shall be entitled to cast one vote. Votes may not be made by proxy. A question will be approved by a simple majority of all votes cast. The minutes shall reflect the votes of each member. Final reports of the Panel must be approved by at least 8 Panel members.

- G. RULES OF ORDER. All meetings of the Panel shall be conducted in accordance with the latest edition or revision of Robert's Rules of Order, except as otherwise provided in this Charter.
  - H. MEETINGS TO BE PUBLIC. All meetings of the Panel shall be open to the public, except that meetings may be closed if Chapter 42.30 RCW [the Open Public Meetings Act] would have allowed it to be closed had the Panel been subject to that law. (See **Attachment A**).
  - I. MINUTES. Summary minutes shall be kept of Panel meetings, recording attendance, general discussion items, decisions and votes (where taken). Minutes shall be available to the public by electronic posting.
  - I. MEETING MATERIALS, FINDINGS, REPORTS AND RECOMMENDATIONS. The meeting materials, findings recommendations and reports of the Panel shall be made public and shall be posted electronically. At the request of a member dissenting with a recommendation of the Panel, reports of the Panel may include brief minority statements.
  - J. PUBLIC COMMENT. The Panel is not required to take public comment at its meetings but may elect to do so at any time. SPU will provide means for members of the public to provide written and email comments to the Panel. If the Panel determines to take public comment at a meeting, no speaker may comment for longer than 3 minutes, and no more than 3 individuals may testify on the same side of any issue, unless the Panel determines to approve different rules for that meeting.
  - K. PUBLIC COMMUNICATIONS. Panel members may be called on from time to time to comment about the activities of the Panel or the subject matter under deliberation. In such communications, Panel members will take care to distinguish official Panel positions from individual member positions.
6. CHAIR AND VICE-CHAIRS OF THE REVIEW PANEL.

- A. DUTIES OF CHAIR. The Chair shall have the following responsibilities:
  1. In consultation with the facilitator and staff, review and confirm in advance agendas for all Panel meetings, a draft of which shall be provided to the Chair at least 7 days in advance of Panel meetings;
  2. Act as spokesperson for the Panel and execute documents on behalf of the Panel;
  3. Call special meetings of the Panel;
  4. Transmit to the Mayor and City Council the various reports and recommendations of the Panel; and

5. Such other duties as may be delegated from time to time by the Panel.
  - B. DUTIES OF VICE-CHAIRS. One of the Vice-Chairs shall assume the powers and duties of the Chair in the absence of the Chair; the Vice-Chairs shall take turns in this role.
  - C. ABSENCE OR INABILITY OF CHAIR AND VICE-CHAIRS. In the case of the absence or inability of the Chair and Vice-Chairs to act, the Panel may, from time to time, delegate the powers and duties of the Chair and Vice-Chairs to any other Panel member.
  - C. VACANCY. Any vacancy in the post of Chair or Vice-Chairs of the Panel may be filled by the Panel upon a vote taken at the meeting following the meeting at which nominations to fill such vacancy are made.
7. STAFFING.
  - A. SPU shall provide logistical and staff support to the Panel and make all reasonable efforts to address Panel requests for information or analysis pertinent to the issues under consideration by the Panel and to do so in a timely manner. The Panel shall also have an independent facilitator to assist the Panel with meetings, information requests, and interactions with City staff and elected officials.
  - B. The Panel shall work closely with staff designated by both the Council and Mayor to ensure that, as it discharges its duties the Panel understands the issues and concerns of the Mayor and City Council Members.
  - C. SPU staff designated to provide support to the Panel shall be responsible for the maintenance and circulation of the minutes and agendas of the meetings of the Panel, and preparation and mailing or delivery of all meeting notices, agendas and materials to Panel members.
8. AMENDMENTS. This Charter may be amended upon a vote of the Panel provided that no amendment may be approved that is inconsistent with Resolution 31760, 31800 and 31825, as enacted or later amended.

## **Attachment A**

**Note:** per Resolution 31800 and Section 5.H of the Charter, if the Panel wishes to conduct a closed meeting, it may do so only to for purposes allowed under this statute:

### **RCW 42.30.110**

#### **Executive sessions.**

(1) Nothing contained in this chapter may be construed to prevent a governing body from holding an executive session during a regular or special meeting:

- (a)(i) To consider matters affecting national security;
- (ii) To consider, if in compliance with any required data security breach disclosure under RCW **19.255.010** and **42.56.590**, and with legal counsel available, information regarding the infrastructure and security of computer and telecommunications networks, security and service recovery plans, security risk assessments and security test results to the extent that they identify specific system vulnerabilities, and other information that if made public may increase the risk to the confidentiality, integrity, or availability of agency security or to information technology infrastructure or assets;
- (b) To consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price;
- (c) To consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased price. However, final action selling or leasing public property shall be taken in a meeting open to the public;
- (d) To review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause a likelihood of increased costs;
- (e) To consider, in the case of an export trading company, financial and commercial information supplied by private persons to the export trading company;
- (f) To receive and evaluate complaints or charges brought against a public officer or employee. However, upon the request of such officer or employee, a public hearing or a meeting open to the public shall be conducted upon such complaint or charge;
- (g) To evaluate the qualifications of an applicant for public employment or to review the performance of a public employee. However, subject to RCW **42.30.140**(4), discussion by a governing body of salaries, wages, and other conditions of employment to be generally applied within the agency shall occur in a meeting open to the public, and when a governing body elects to take final action hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in a meeting open to the public;
- (h) To evaluate the qualifications of a candidate for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public;
- (i) To discuss with legal counsel representing the agency matters relating to agency enforcement actions, or to discuss with legal counsel representing the agency litigation or potential litigation to which the agency, the governing body, or a member acting in an official

capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the agency.

This subsection (1)(i) does not permit a governing body to hold an executive session solely because an attorney representing the agency is present. For purposes of this subsection (1)(i), "potential litigation" means matters protected by RPC 1.6 or RCW **5.60.060**(2)(a) concerning:

(i) Litigation that has been specifically threatened to which the agency, the governing body, or a member acting in an official capacity is, or is likely to become, a party;

(ii) Litigation that the agency reasonably believes may be commenced by or against the agency, the governing body, or a member acting in an official capacity; or

(iii) Litigation or legal risks of a proposed action or current practice that the agency has identified when public discussion of the litigation or legal risks is likely to result in an adverse legal or financial consequence to the agency;

(j) To consider, in the case of the state library commission or its advisory bodies, western library network prices, products, equipment, and services, when such discussion would be likely to adversely affect the network's ability to conduct business in a competitive economic climate. However, final action on these matters shall be taken in a meeting open to the public;

(k) To consider, in the case of the state investment board, financial and commercial information when the information relates to the investment of public trust or retirement funds and when public knowledge regarding the discussion would result in loss to such funds or in private loss to the providers of this information;

(l) To consider proprietary or confidential nonpublished information related to the development, acquisition, or implementation of state purchased health care services as provided in RCW **41.05.026**;

(m) To consider in the case of the life sciences discovery fund authority, the substance of grant applications and grant awards when public knowledge regarding the discussion would reasonably be expected to result in private loss to the providers of this information;

(n) To consider in the case of a health sciences and services authority, the substance of grant applications and grant awards when public knowledge regarding the discussion would reasonably be expected to result in private loss to the providers of this information.

(2) Before convening in executive session, the presiding officer of a governing body shall publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer.