



Department of Finance and Administrative Services

WMBE ADVISORY COMMITTEE CHARTER

The purpose of the charter for the WMBE Advisory Committee (WMBE-AC) is to establish the high-level framework, purpose and authority of the committee. It outlines the mission, objectives, governance structure, roles and responsibilities and guiding principles. It ensures the committee's alignment with the City of Seattle's goals for advancing equity, inclusion and participation of women- and minority-owned businesses (WMBEs) in City contracts. The charter serves as a foundational document to guide the committee's activities, promote accountability and ensure its recommendations are impactful and actionable.

BACKGROUND On November 1, 2023, Mayor Bruce Harrell reestablished the WMBE Advisory Committee (WMBE-AC) through Executive Order 2023-7 as an ongoing advisory body that provides guidance to the City of Seattle through Executive Order 2023-7 as an ongoing advisory body that provides guidance to the City of Seattle through the Department of Finance and Administrative Services (FAS). The committee is tasked with providing guidance and feedback on the City's practices in support of equity, inclusion, and participation of women- and minority-owned businesses (WMBEs) in City of Seattle contracts.



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Mission and Objectives

The WMBE Advisory Committee (WMBE-AC) is dedicated to advancing equity and inclusion by advising the City of Seattle on policies and practices that empower women- and minority-owned businesses (WMBEs). The committee provides guidance, fosters collaboration and advocates for systemic changes to ensure meaningful participation of WMBEs in City contracts and initiatives.

Key Objectives

Enhance WMBE participation in City contracts

Advise on policy and program development

Promote transparency and accountability

Foster collaboration and community engagement

Focus on long-term sustainable practices

Key Performance Indicators (KPIs) & Goals

The committee will meet annually to set KPIs and Goals for that year. These will be measurable and align with the core focus areas for the committee (based on key ongoing challenges in the WMBE contracting space). The planning process will involve all members of the committee and will require key inputs such as: Previous Year Recommendations; Previous Year Results; Previous Year Lessons Learned; Disparity Study; and City Diversity Reports with clear KPIs Year over Year (e.g., percentage of contracts awarded to WMBEs, value of contracts, job creation metrics)

The following are key focus areas that enable the committee to focus on priority areas and ensures efforts are well-structured and aligned with the committee's mission. The committee will identify specific goals annually to address these focus areas and issues and identify any new items that may result from state or federal government, new diversity initiatives or other related impacts.

Core Focus Area	Key Deliverables/Issues to Address
Planning/Reporting	Deliverables: Annual Work Plan, Quarterly Progress Reports
Awareness and Accessibility	Lack of Awareness of Opportunities, Limited Access to Capital
Process Improvement	Self-Certification Processes, Insufficient Reporting
Policy	Inconsistent Enforcement of Diversity Goals; New policies affecting diverse suppliers
Bias and Inclusion	Perceived Lack of Trust or Bias, Anti-Discrimination

Governance Structure

The WMBE Advisory Committee serves in an advisory role and must engage with other key stakeholders to perform the required functions.



Roles and Responsibilities

Role	Source	Max Number	Core Responsibilities
FAS Director and Office of the Mayor	City of Seattle	1	Serve as the reviewer and ultimate policy-maker. The role is to evaluate and assess the recommendations that are meaningful, actionable, and aligned with the city's goals from the advisory group.
Chair	Community	1	Ensures the committee operates effectively, has clear, strategic and measurable goals and fulfills its purpose of providing valuable advice to the mayor. The Chair acts as the leader, communicator and advocate of the committee.
Facilitator	FAS	1	Complements the chair by focusing on processes, participation and productivity. While the chair leads the committee strategically, the facilitator ensures operational and collaborative effectiveness, enabling the chair to focus on high-level guidance and decision-making.
WMBE Advisory Committee	Community	12	Acts as a resource, sounding board and bridge for the Office of the Mayor, providing informed advice and recommendations that reflect community needs and expert insights. Its focus is on collaboration, strategy, and support, ensuring the mayor has the tools and perspectives needed to make decisions that align with the city's goals and values.
Legacy Advisory Committee Members	Community	2	Provides unique historical perspective and mentorship to the committee, leveraging their experience and committee knowledge to guide decision-making while ensuring the foundational values and goals are upheld.
Purchasing & Contracting Representatives	City of Seattle	?	Acts as a resource and partner to the WMBE Advisory Committee, providing critical information, diversity reporting, context and administrative support necessary for the committee to make informed decisions.

*More detailed R&Rs and metrics of success are outlined in the WMBE Advisory Committee Operations Plan.



Representation

	Appointment		Terms	Removal
Member	<ul style="list-style-type: none"> New committee members may either apply to be on the committee or be nominated by a City staff person or community member approximately every 2 years. Existing committee members shall state their interest to serve for another term to the City. The WMBE-AC membership is appointed by the Mayor with recommendations from FAS. <p>Qualifications:</p> <ul style="list-style-type: none"> Ideally, three members will be representative of the following groups: <ul style="list-style-type: none"> Goods and services Consultants (including architects and engineers) Construction contractors Community organizations that support WMBE firms Experience in contracting Team player Experience that enables them to understand and advocate for WMBE business issues, recommendations, and solutions from a broad, inclusive perspective, considering the needs and challenges of diverse businesses beyond their own. 	<p>50% of members may be reappointed.</p> <p>If there are no viable members in any given category, this re-appointment limit may be exceeded.</p>	<p>The inaugural committee (2020-2022) was one two-year term.</p>	<p>By committee vote (simple majority unless stated otherwise).</p> <p>See below.</p>



	Appointment		Terms	Removal
Chair	<ul style="list-style-type: none"> Appointed through a collaborative process - majority vote of the committee. 	<ul style="list-style-type: none"> Reappointed based on their performance and continued alignment with the committee's mission and confirmed through majority vote. 	<ul style="list-style-type: none"> A two-year term. 	
Legacy Members	<ul style="list-style-type: none"> Outgoing or current committee members nominate eligible individuals based on their contributions. Nominations are reviewed by the Chair to ensure alignment with the Legacy Member role. The full committee votes on the final appointment, requiring a majority approval. Qualifications: More than four years as a committee member. Additionally, has made significant and meaningful contributions to the committee. ? 		<ul style="list-style-type: none"> A term of two years, renewable for another term based on performance and contribution. Legacy Members may serve indefinitely upon approval of the Mayor's Office.. 	<ul style="list-style-type: none"> Contributions will be reviewed annually and a Legacy Member may be rotated off by majority committee vote or if the member cannot meet committee requirements: Chair reviews contributions annually. An underperforming member may be rotated off by majority committee vote.
Subcommittee Chair	<ul style="list-style-type: none"> Appointed through a collaborative process - majority vote of the committee. 	<ul style="list-style-type: none"> Reappointed based on their performance and 	<ul style="list-style-type: none"> A two-year term. 	<ul style="list-style-type: none"> By committee Vote (simple majority



	Appointment		Terms	Removal
		continued alignment with the committee's mission and confirmed through majority vote.		unless stated otherwise). •
Facilitator	<ul style="list-style-type: none"> FAS Purchasing and Contracts Division Director assigns the facilitator. 	<ul style="list-style-type: none"> Indefinite 	<ul style="list-style-type: none"> Indefinite 	<ul style="list-style-type: none"> N/A
FAS Purchasing and Contracting Representatives	<ul style="list-style-type: none"> 	<ul style="list-style-type: none"> Indefinite 	<ul style="list-style-type: none"> Indefinite 	<ul style="list-style-type: none"> N/A



Estimated Time Commitment

Role	Estimated Annual Hours	Time Commitments
		•
Chair (Chairs of subcommittees??)	46-62 hrs/yr	<ul style="list-style-type: none"> • Committee Meetings: 2-3 hours/month (prep, meeting, follow-up). • Annual Planning: 6-8 hours (lead process, coordinate with facilitator, draft strategy). • Quarterly Reports: 2-3 hours/quarter (review drafts, present findings). • Liaison Duties: 2 hours/qtr (engage with committees/city departments).
Facilitator	72-102 hrs/yr	<ul style="list-style-type: none"> • Committee Meetings: 3-4 hours/month (prep materials, attend, document, follow-up). • Annual Planning: 8-10 hours (coordinate logistics, compile inputs, finalize plans). • Quarterly Reports: 4-5 hours/quarter (gather data, draft, and circulate reports). • Administrative Support: 1-2 hours/month (emails, scheduling, member communication)
WMBE Advisory Committee + Legacy Advisory Members	43-69 hrs/yr	<ul style="list-style-type: none"> • Committee Meetings: 2-3 hours/month (attend and prep). • Annual Planning: 3-5 hours (attend sessions, contribute ideas). • Quarterly Reports: 1 hour/quarter (review and provide feedback). • Special Committees/Projects: 1-2 hours/month (if involved in a subcommittee).
Purchasing & Contracting Representatives	48-76 hrs/yr	<ul style="list-style-type: none"> • Committee Meetings: 2-3 hours/month (attend and contribute). • Quarterly Reports: 3-4 hours/quarter (prepare data and present updates). • Ad Hoc Requests: 1-2 hours/month (respond to questions or data needs).

Member, Legacy Member and Chair Removal

Members and the Chair can be removed from the committee for the following reasons:

- Meeting attendance
 - Members must attend a minimum of 75% of meetings and may not miss more than two meetings each year to maintain appointments.
 - The Committee Chair has the final decision on any exceptions to the removal.



- Conflict of Interest
- Failure to disclose or resolve a conflict of interest that affects impartial decision-making.
- Violating the Code of Conduct
- Engaging in behavior that violates ethical guidelines, bylaws, or professional standards.
- Utilizing membership for leveraging contracts.
- Misrepresentation or Fraud
- Providing false information during the appointment process or while serving on the committee.
- Behavior Detrimental to the Committee
- Creates vision within the committee or damages the organization's public standing.
- Criminal Activity
- Being convicted of a crime, particularly one involving dishonesty, fraud or moral turpitude.
- Advisory Committee Request
- Acting in a manner that disrupts the organization and 75% of the committee agrees to removal.

Member Resignation – Members can resign by written communication, including email. If a member resigns, the group shall vote on whether or not the position will be replaced. If a replacement is suggested, the Mayor Office must approve the new member.



Meetings

Meeting Purpose & Frequency

Meetings	Purpose	Timing/Frequency
Annual Kickoff/Strategy Meeting	Define the focus and key goals for the next annum. If election year, review detailed plans from new mayor.	November / Annually
Regular Advisory Committee Meetings	Provide a structured forum for members to collaborate, exchange ideas, and make progress toward the committee's goals.	At least quarterly + Ad-hoc as needed

Structure & Facilitation

Structure

- Meetings will be pre-scheduled, and agendas will be sent in advance.
 - If here are multiple members who cannot attend, the City will try to accommodate by changing the meeting date.
- Provide WMBE-AC with meeting schedule and location at least two weeks prior to each meeting, unless an emergent need arises.
- Chair formulates the agenda with support from FAS Purchasing and Contracting (PC) for all meetings.
 - Ensure the agenda aligns with the goals/priorities for the committee
 - PC will provide information to the Facilitator and the WMBE-AC Committee ensuring alignment with the City's Race and Social Justice equity plans, data, progress reports, and related work plans.
 - Chair ensures the meeting is focused on goals and includes planned outcomes for each meeting – drive productivity and results.
- PC will prepare a summary of each meeting, to include key discussion items, areas of agreement or disagreement without attribution.
 - Following Facilitator approval, PC will send a draft to members after each meeting. Approval of the summary will occur at the following meeting, after PC staff note any additions, corrections, or clarifications approved by the Facilitator and WMBE-AC.
 - If substantial changes are made, a revised version will be issued. The summary will include a list of those in attendance.
- Meeting summaries will be posted on PC's website for public access upon final approval by FAS and the WMBE-AC.

Facilitation

- Participation in discussions will be restricted to the members seated at the table, except when an open floor is specifically itemized into the agenda, or the members request others' participation.
- Keep the discussion highly focused on track with the agenda and close off digressions.



- Grant the speaking authority to the members, such that only one person will speak at a time and no one will interrupt another.
- Prohibit any personal attacks or statements that give the appearance or tone of blaming others for specific actions or outcomes.
- Identify and synthesize points of agreement and disagreement and communicate these in the form of written meeting summaries (see below for further detail).
- Coordinate any necessary fact-finding required.
- Coordinate the preparation of single-text drafts of key documents between meetings to serve as a basis for deliberations.
- Ensure compliance with all ground rules.
- Serve as a confidential communication channel for members and observers who wish to express views but do not feel comfortable addressing the full group.
- Advocate for a fair, effective and credible process, but remain utterly nonpartisan with respect to the outcome of the deliberations.

Attendance

- Committee members are expected to attend all regularly scheduled meetings.
 - Members should notify the City's WMBE-AC Facilitator (Facilitator) at least a week in advance or with as much advance notice as possible given an unavoidable impact to attendance. If unable to attend a regularly scheduled meeting, please also inform other WMBE-AC members of the same stakeholder group. Members must attend a minimum of 75% of meetings and may not miss more than two meetings each year to maintain appointment, however, in the case that the City reschedules a meeting, the City will work to accommodate majority attendance. A member unavailable to attend the rescheduled meeting will communicate with Facilitator why absence is unavoidable and will receive an excused absence.
- Arrive at all meetings prepared to discuss the issues on the agenda, including reviewing meeting summaries, technical information, and document drafts that are distributed in advance.
- Fully participate in meetings and articulate views based on own experience and expertise as well as the views of their community of interests, such as the organization, or specific constituency they represent as a member of the Committee.
- Present views of their constituencies on issues being discussed. Members must engage in respectful, constructive dialogue with other group members.
- Strive to bridge gaps in understanding, seek creative resolution of differences, and commit to providing thoughtful input.
- Stay in contact with relevant and interested stakeholders (both individuals and groups) to learn of current constituency concerns and/or provide constituents with updates on meeting work products and meeting discussions.

Decision Making

WMBE-AC chooses to work toward consensus by using a process that explores all views, concerns and interests, and generates alternate proposals in order to find common ground. The WMBE-AC agrees to:

- Engage in sharing information/be explicit with each other
- A majority of committee members in attendance shall constitute a quorum.
 - Conduct open voting with a request for those not in favor and in favor for a simple count. (Document all decisions in meeting notes)



- After discussing dissenting opinions, alternate proposals may be generated from the group to see if full agreement can be reached through subsequent voting
- Vote on proposals to check for full consensus and proceed with understanding of all positions even if not in full agreement (exception of one).
- Identify all positions even if not in full agreement
- Document all decisions and include in distributed meeting notes for reference.

Since there is value in the City hearing dissenting opinions, if a final decision from the WMBE-AC does not reach full consensus after using the process above, the minority opinion(s) will be stated.

CODE OF CONDUCT

Our Code of Conduct ensures that all committee members act respectfully, ethically, and in alignment with the values of the city, fostering a safe and collaborative environment for everyone.

Ground Rules

To effectively accomplish its mandate, all members agree to:

- Allow all voices and diverse views to be heard
- Hold the interest of the whole – act as a team by:
 - Reflect first before speaking, speak and act respectfully and recognize when others act respectfully
 - Share what she/he/they are thinking, feeling, knows and help each other to understand fully
 - Clarify her/his/their expectations, assumptions and interests (own and other's)
 - Explore interests, issues and differences for understanding
 - Stay open to other views and remain flexible and reserve judgement
 - Call for a pause, take intentional breaks, caucus when needed – anyone can request
 - Not rush to decide and check for agreement
- Refer back to the mission to identify common ground
- Consider unintended impacts/risks before making a decision

COMMUNICATION

Any media requests, inquiries or outreach shall be directed to the City's Facilitator.

Any communication on behalf of the WMBE-AC must come from the group, not individuals on behalf of the group. Representatives from all four stakeholder groups will generate a written document that reflects the decision made by the WMBE-AC, without any changes, and a copy will be sent to all members. Communications from WMBE-AC about a decision that has been made will include a brief statement of context regarding the decision and any issues of consideration, e.g., dissenting opinion if consensus was not reached.

PUBLIC PARTICIPATION

This WMBE-AC may be of interest to the public, observers, other public agencies, and other advocates or interested advisors. Members of the public may attend meetings, Participation in discussions will be restricted to the members seated at the table, except when an open floor is specifically itemized into the agenda, or the members request others' participation.

AMENDMENT TO THE CHARTER



Charter amendments may be made with a 2/3 voting in affirmative of all eligible members of the advisory committee at a meeting. Charter amendments must be given advance notice via the published agenda.

This charter was approved by the WMBE Advisory Committee on February 6, 2025.