

SEATTLE CITY LIGHT REVIEW PANEL CHARTER

Originally adopted June 12, 2010 and amended October 13 2015

The Seattle City Light Review Panel, created by City Ordinance 123256, as amended by Ordinance 124740, adopts the following Charter to guide the Panel's operations and decision-making processes, consistent with the authority and responsibility granted to the Review Panel by the creating ordinances.

1. RESPONSIBILITIES OF REVIEW PANEL. The Review Panel shall be generally responsible for providing advice and recommendations to the Mayor and City Council on the City Light strategic plan and City Light's rates. Specifically, per City Ordinances 123256 and 124740, the Panel shall:
 - A. Review and assess City Light's strategic plan and provide an opinion on the merits of the plan and future revisions to it. The strategic plan will at a minimum consider long term strategies to rehabilitate and maintain City Light's infrastructure, provide for labor-force continuity, maintain a portfolio of resources adequate to meet the needs of its customers, and ensure continued regulatory compliance.
 - B. Advise the Council as to other issues that should be included as part of City Light's strategic planning framework, in addition to those issues outlined in item 1.A.
 - C. Assist the Mayor and Council in engaging rate payers in discussions of the merits and implications of the strategic plan and revisions thereto.
 - D. Review changes to City Light's rates not already authorized by the Seattle Municipal Code and provide an opinion on the adequacy and prudence of such rate changes in light of adopted planning assumptions and financial policies.
 - E. After the adoption of each update to the strategic plan, work closely with staff designated by the Mayor and the Council to propose, in writing, a biennial work program to the Mayor and Council. Work program items may include, but are not limited to, financial policies, cost allocation, rate design, operational efficiency, issues requests by the Mayor or the Council, and issues the Panel believes the Mayor and the Council should consider.

- F. Provide the Mayor and the Council with analysis and recommendations on significant elements of the strategic plan including, but not limited to financial policies, cost allocation, rate design, and operational efficiency. Any such recommendations shall be submitted to the Mayor and Council; in the event a collective recommendation cannot be reached, the Review Panel shall submit a recommendation indicating the majority and minority positions and the rationales for those positions.

2. MEMBERSHIP.

- A. SIZE OF REVIEW PANEL. The Review Panel shall consist of nine (9) members drawn from among City Light's customers, occupying numbered positions #1 through #9, with qualifications for each numbered position as described in City Ordinance 123256.
- B. SELECTION OF REVIEW PANEL. Per Ordinance 123256, the Mayor shall appoint the odd-numbered positions (1,3,5,7,9) and the Council shall appoint the even-numbered positions (2,4,6,8). All Panel Members shall be confirmed by the City Council.
- C. TERMS OF REVIEW PANEL MEMBERS. Appointments to the Review Panel shall be in general for three years, except that at the Panel's inception, Positions 1, 2 and 3 shall be appointed for a one-year term, and Positions 4, 5 and 6 shall be appointed for a two-year term. A member whose term has expired will continue to serve until a successor has been confirmed by Council.
- D. RESIGNATION. Any member of the Review Panel may resign at any time by delivering written notice to the Mayor, City Council, and Co-Chairs of the Review Panel. A resignation shall be effective when the notice is delivered unless the notice specifies a later date.
- E. DISMISSAL. Any member of the Review 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.
- F. 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 without confirmation by the Council.

- G. APPOINTMENT OF SUBCOMMITTEES. The Review Panel may approve creation of subcommittees composed of not more than 4 Panel Members 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 Review Panel
3. CHAIR AND VICE CHAIR TERM OF OFFICE. A Chair and Vice-Chair of the Review Panel shall be elected by the members of the Review Panel from the Review Panel membership. The term of the Chair and Vice-Chair shall be for one year commencing on May 1st of each year. The Chair and Vice-Chair shall have the duties set forth in Section 6.
4. COMPENSATION. No compensation shall be paid by City Light for any service as a member of the Review Panel or as its Chair or Vice-Chair. Panel Members will be provided with a parking pass for use in attending Review Panel meetings at City facilities.
5. MEETINGS OF THE REVIEW PANEL.
- A. REGULAR AND SPECIAL MEETINGS. Regular meetings of the Review Panel shall be held at least quarterly at such times and places as may be determined from time to time by the Review Panel. Special meetings of the Review Panel may be held at any time and place, whenever called by the Review Panel Chair. Panel members may participate in meetings via conference call but are encouraged to attend each meeting in person.
- B. NOTICE OF MEETINGS. Notice of all meetings of the Review Panel shall be given by the Review Panel Chair or his/her designee in writing by electronic mail or personal delivery to all Review 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; Provided, however, 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, shall be equivalent to the giving of such notice.
- C. AGENDAS. Prior to each regularly scheduled meeting, the Review Panel, the Chair shall establish an agenda for the meeting, based on discussion and direction from the Review Panel at the previous Review Panel meeting. At the beginning of the meeting any Review Panel member may request that the Chair add an item to the agenda. The decision whether to add an item shall be made by the Chair. Agendas will be made

available to the Panel Members electronically (by email) at least 3 days prior to the meeting. Staff supporting the Review Panel shall make best efforts to provide all meeting materials to the Panel at least 1 day prior to the meeting date.

- D. QUORUM. A quorum at any meeting shall consist of Review Panel members who represent a simple majority.
- E. PARTICIPATION BY TELEPHONE. Review Panel members may participate in meetings via telephone conference call but are encouraged to attend each meeting in person.
- F. VOTING. The Review Panel shall attempt to make decisions by consensus. Upon request of any member, a vote will be taken, in which case each Review Panel member shall be entitled to cast one vote. Votes may not be made by proxy. A motion will be approved by a simple majority of all votes cast. The minutes shall reflect the votes of each member.
- G. RULES OF ORDER. All meetings of the Review 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 Review 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 Review Panel meetings, recording attendance, general discussion items, decisions and votes (where taken). Minutes shall be available to the public.
- J. FINDINGS, REPORTS AND RECOMMENDATIONS. The findings recommendations and reports of the Review Panel shall be made public. At the request of a member dissenting with a recommendation of the Panel, reports of the Review Panel shall include minority reports.
- K. PUBLIC COMMENT. The Review Panel is not required to take public comment at its meetings but may elect to do so at any time. If the Review Panel determines to take public comment at a meeting, the Panel will set rules for managing such comment (duration, time allotted each speaker, etc.).

- L. PUBLIC COMMUNICATIONS. Review Panel members may be called on from time to time to comment about the activities of the Panel or on the subject matter under deliberation. In such communications, Panel members will take care to distinguish official Panel positions from individual member positions.

6. CHAIR OF THE REVIEW PANEL.

- A. DUTIES OF CHAIR. The Chair of the Review Panel shall preside at all meetings of the Review Panel and shall have the following responsibilities:
 - 1. Preside at regular and special meetings and may call regular and special meetings of the Review Panel;
 - 2. Select the site and agenda for all meetings;
 - 3. Act as spokesperson for the Review Panel and execute documents on behalf of the Review Panel;
 - 4. Transmit to the Mayor and City Council the various reports and recommendations of the Review Panel; and
 - 5. Such other duties as may be delegated from time to time by the Review Panel.
- B. VICE-CHAIR. In the case of the absence or inability of the Chair, the Vice-Chair shall assume the powers and duties of the Chair.
- C. ABSENCE OR INABILITY OF CHAIR AND VICE-CHAIR. In the case of the absence or inability of the Chair and Vice-Chair to act, the Review Panel may, from time to time, delegate the powers and duties of the Chair to any other Review Panel member.
- D. VACANCY. Any vacancy in the post of Chair or Vice-Chair of the Review Panel may be filled by the Review Panel upon a vote taken at the meeting following the meeting at which nominations to fill such vacancy are made.

7. STAFFING AND SUPPORT FOR THE PANEL.

- A. The Executive shall provide logistical and staff support to the Panel and each year, funding for the Review Panel shall be determined by the Office of the Mayor in consultation with City Light and the City Budget Office.
- B. City Light shall make all reasonable efforts to address Review Panel requests for information or analysis pertinent to the issues under consideration by the Panel and to do so in a timely manner.
- C. Staff designated to provide support to the Review Panel shall be responsible for the maintenance and circulation of the minutes and agendas of the meetings of the Review Panel, maintenance of the Review Panel website, and preparation and mailing or delivery of all meeting notices, agendas and materials to Review Panel members.

8. AMENDMENTS. This Charter may be amended upon a vote of the Review Panel provided that no amendment may be approved that is inconsistent with Ordinance 123256 as amended by Ordinance 124740, or as later amended.

Attachment A:

Note: per Ordinance 123256 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:

42.30.110 RCW 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) To consider matters affecting national security;
- (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:

- (A) 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;
- (B) 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
- (C) 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.

(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.