

SEATTLE PUBLIC UTILITIES CUSTOMER REVIEW PANEL CHARTER

Draft dated 5.1.13

Adopted _____ 2013

1. DUTIES OF CUSTOMER REVIEW PANEL. The Customer Review Panel (“Panel”) shall be generally responsible for providing advice and recommendations to Seattle Public Utilities (“SPU”), the Seattle Mayor and City Council on the SPU Strategic Business Plan (“Plan”). Specifically, per City Resolution 31429, the Panel shall:
 - A. Gain a working knowledge of SPU services, financial policies, costs and rates.
 - B. Review the Plan’s assumptions, technical evaluations, policy directions, and action alternatives.
 - C. Work closely with staff designated by the City Council and the Mayor to understand the issues and concerns of the elected representatives of the City.
 - D. Provide to the Mayor and City Council comments on the Plan concurrent with the delivery of the final proposed Plan to Council.
 - E. Assist the Mayor and City Council in engaging customers in discussions of the merits and implications of the Plan.

2. MEMBERSHIP.
 - A. COMPOSITION. The Review Panel shall consist of nine (9) members drawn from among SPU’s customers, selected 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 Panel will include representation from the existing SPU Advisory Committees to ensure the Advisory Committees are kept informed of the strategic planning process and have an opportunity to provide input.

 - B. SELECTION OF REVIEW PANEL. Per Resolution 31429, the Mayor has appointed five members and the City Council has appointed four members, and all members have been confirmed by the City Council.

- C. TERM OF REVIEW PANEL. Per Resolution 31429, the Panel will dissolve upon Council adoption of the Plan, or on December 31, 2104, whichever is sooner.

(Drafting Note: from this point forward in the Charter, except as marked with an asterisk () items are not prescribed by Resolution 31429. The Resolution empowers the Panel to establish its own rules for meeting attendance, quorum, leadership and other matters.)*

- 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 Panel may be removed from the Review Panel by the majority vote of the Panel for three consecutive unexcused 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.

Options: threshold for dismissal could be altered.

- 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, subject to confirmation by Council. (See **Attachment A** for appointing authority of original panel members.)
- G. APPOINTMENT OF SUBCOMMITTEES. The Panel may approve creation of subcommittees composed of not more than four (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 Panel.
3. CO-CHAIRS TERM OF OFFICE. Two Co-Chairs of the Panel shall be elected by the Members of the Review Panel from the Panel membership. The Co-Chairs shall serve for the duration of the Panel, and shall have the duties set forth in Section 6.

Options: Panel could have a Chair and Vice-Chair, or could elect no leadership positions. See below for proposed duties of Co-Chairs.

4. COMPENSATION. No compensation shall be paid by SPU for any service as a member of the Panel or as its Co-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 Panel shall be held approximately twice per month, 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 Co-Chairs.
- 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. Prior to each regularly scheduled meeting, the Panel Co-Chairs shall establish an agenda for the meeting, based on discussion with SPU staff and direction from the Panel at the previous Panel meeting. 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. 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. 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.

Options: Could increase time for advance receipt of agendas and materials to more than 3 days. Could delegate to Co-Chairs the decision whether to add items to agenda.

- 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.

Options: Could alter threshold for approval of items (supermajority, etc.) Could allow votes by written proxy.

- 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 B**).
 - 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 and shall be posted electronically.
 - 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 shall include minority reports.
 - J. PUBLIC COMMENT. The Panel is not required to take public comment at its meetings but may elect to do so at any time. If the Panel determines to take public comment at a meeting, the Panel will set rules for managing such comment (duration, time allotted each speaker, etc.)
 - 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. CO-CHAIRS OF THE REVIEW PANEL.
- A. DUTIES OF CO-CHAIRS. The Co-Chairs shall have the following responsibilities:
 - 1. Review and confirm in advance agendas for all meetings;
 - 2. Act as spokesperson[s] 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.

Options: Could provide that Co-Chairs (or Chair / Vice-Chair) preside over meetings.

- B. ABSENCE OR INABILITY OF CO-CHAIRS. In the case of the absence or inability of the Co-Chairs to act, the Panel may, from time to time, delegate the powers and duties of the Co-Chair to any other Panel member.
- C. VACANCY. Any vacancy in the post of Co-Chair 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 them by facilitating meetings, assisting in development of agendas and materials and addressing information requests from the Panel.
 - 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 elected representatives of the City.
 - C. SPU staff designated to provide support to the Panel shall be responsible for the maintenance and circulation of the minute and agendas of the meetings of the Review Panel, 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 Resolution 31429 as enacted or later amended.

Attachment A

Initial Panel Membership and Appointing Authority

Council appointees:

Bruce Lorig

Walter Reese

Tara Luckie

Laura Lippman

Mayor appointees:

Suzie Burke

Dave Layton

Carl Pierce

Bob Ho

Noel Miller

Attachment B

Note: per Resolution 31429 and Section 5.G 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.