

# **By-laws of the Kaiser Permanente Major Institutions Master Plan Standing Advisory Committee**

Adopted November 4, 2019

## **Article I PURPOSE**

The Kaiser Permanente (KP) Capitol Campus Major Institutions Master Plan (MIMP) Standing Advisory Committee (SAC), a representative group of adjacent community members and others who are interested in the KP Capitol Hill Campus, will advise KP and the City of Seattle on matters related to monitoring compliance with the provisions of the adopted MIMP for KP.

## **Article II MEMBERSHIP**

### **Section 1      Composition**

The KP MIMP SAC shall be established in accordance with the procedures set forth in the Major Institutions Code, Seattle Municipal Code (SMC) 23.69. The Committee shall be composed of at least six (6) and up to twelve (12) regular members and two (2) alternates. The committee shall contain one non-management KP employee nominated by KP. Ex-officio members shall be appointed by the following bodies: KP, Seattle Department of Transportation (SDOT), Seattle Department of Construction and Inspections (SDCI) and Department of Neighborhoods (DON).

The DON ex-officio member will function as the primary staff person for the Committee and shall produce all correspondence and reports as required by the SMC or other reports or research as requested by the Committee.

### **Section 2      Committee Member Job Description**

Each regular Committee member shall perform such duties and prepare such reports as called for in the SMC to include:

- A. Participate directly in the oversight of the MIMP that balances the needs of KP with the need to minimize the impact of the institution on the surrounding neighborhoods.
- B. Contribute to developing good communication between KP and the adjacent community.
- C. Become familiar with the KP MIMP and with KP's mission, goals and objectives.
- D. Serve on the committee during the review of projects that are proposed under the KP MIMP
- E. Maintain interest and a desire for involvement in neighborhood land use issues, particularly as they relate to KP and the community needs for health care.
- F. Comment on matters listed in the SMC including, but not limited to the concept plan and identification and mitigation of the potential impacts of institutional development on the surrounding community consistent with the Code and environmental policy and procedures.

### **Section 3      Appointment**

Final appointment of members to the SAC is made by the City of Seattle, DON Director.

## **Article III PARTICIPATION**

### **Section 1      Term of Membership**

Each member shall serve a minimum of a two-year term.

### **Section 2      Resignation**

A member may resign from the KP MIMP SAC by sending a letter to DON stating the effective date and the reason for resignation.

### **Section 3      Replacement**

Upon resignation or removal of a regular member, replacements will be appointed from the list of alternative members that may have been established. If all alternate members have been appointed as regular members or no alternate member wishes to serve as a regular member, appointment will be through a solicitation and selection process administered jointly by KP and DON and appointment will be made by the DON Director.

### **Section 4      Removal of Members**

In the event of disruptive behavior, Rules of Decorum – Robert’s Rules of Order Newly Revised (most recent edition) shall be invoked and govern decorum at Committee meetings during discussion, debate, deliberations and during the public comment portion of meetings. Regular members, alternates and others attending meetings may be asked to leave the meeting should inappropriate or unacceptable conduct occur.

A regular member of the committee may be removed from the committee for:

- A. Non-attendance – Members shall make every reasonable effort to attend all regularly scheduled meetings. If a member is unable to attend a meeting, the member shall inform the chair or DON representative at least 24 hours in advance of the meeting. Such a notification shall be considered an excused absence. If a member has three (3) consecutive absences, the chair may request that member either attend the next regular meeting or be considered as having resigned from the committee. Notification of such an action shall be by a formal letter to the member.
  
- B. Persistent Disruptive Behavior – Disruptive behavior will be defined as either creating a hostile and/or intimidating atmosphere, or unreasonable delays in decision making processes. If a member’s actions become disruptive to the process, and attempts to modify such behavior through invoking the provisions of Rules of Decorum – Robert’s Rules of Order Newly Revised have failed to modify such behavior, a member may be removed from the committee upon the following conditions having been satisfied:
  - 1) the Chair, KP ex-officio member and DON ex-officio member shall have met with the member being considered for removal in an attempt to address all mutual concerns and mediate any conflicts that have arisen;
  - 2) a letter outlining the reasons for removal shall have been prepared, reviewed and approved for transmittal by the SAC at a regular meeting of the Committee and sent by registered mail to the member being considered for removal at least two weeks prior to the meeting at which removal will be considered; and

- 3) removal shall have been discussed during a regular meeting of the Committee during which the member being considered for removal shall have had an opportunity to respond to the reasons stated for removal.
- 4) Removal from the Committee shall be considered accomplished only upon concurrence by the DON Director.

**Section 5 Compensation**

Members of the KP MIMP SAC shall serve without compensation.

**Section 6 Member Voting**

Each regular member shall have one vote on all Committee matters.

**Section 7 Alternate Voting**

In the absence of any regular member, alternates shall vote on Committee action. If there is more than one alternate, the absent member will designate which alternate will be voting in their absence prior to the start of that meeting.

**Article IV  
LEADERSHIP**

**Section 1 General**

The officers of the KP MIMP SAC shall be Chair and Vice-Chair selected from the regular Committee members.

**Section 2 Appointment and Term of Office**

The officers shall be elected by the KP MIMP SAC Membership. The term of office shall be two years. Officers may be removed and replaced using the procedure outlined in Article III section 4 above.

**Section 3 Duties and Authority**

The officers shall be responsible for setting meeting agendas in consultation with KP and DON. The Chair shall conduct each meeting and arrange for approval of all correspondence prepared on behalf of the SAC. The Vice-Chair shall assume responsibility in the absence of the Chair.

**Article V  
DECISION MAKING**

**Section 1 Consensus**

The KP MIMP SAC shall endeavor to reach consensus of a simple majority on all recommended actions. A vote shall be taken by voice or the show of hands and the record of the meeting shall show the number of votes cast for and against the recommendation. The provisions of Article III shall govern who votes. All actions of the Committee shall be consistent with the purposes stated in Article I and the intent of the City of SMC.

**Section 2 Application or Roberts Rules or Order**

Robert's Rule of Order may be invoked at any time by the request of any member and shall then apply to the conduct of the meeting and shall govern voting until either the end of the specific meeting or until the original member making such a request shall agree that such invocation is no

longer necessary. If Roberts Rules are invoked, the DON ex-officio member shall act as parliamentarian.

**Section 3 Unresolved Conflicts**

In the event of unresolvable conflicts among Committee members regarding issues covered in the Master Plan, both a majority and minority report may be prepared and submitted to the Director of SDCI.

**Section 4 Quorum**

A quorum shall be defined as 51% of all regular members (permanently vacant positions to which an alternate or new member has not been appointed shall not be counted as voting members). Actions taken by the Committee require a quorum present in person at the time of the vote and a majority vote of those present and eligible to vote.

**Article VI  
MEETINGS**

**Section 1 Frequency**

The KP MIMP SAC shall meet as needed but no less than once per year. Meetings will be established based on the agenda developed by the officers, KP and DON.

**Section 2 Notice to Members**

A written notice of each meeting shall be sent to all SAC members one week prior to the established meeting date. The notice shall include the meeting time and location, agenda, minutes from the previous meeting, and materials that may require action at the meeting.

**Section 3 Notice to Public**

Except for the first meeting of the Committee which shall be considered an orientation meeting and will be advertised only to members and key staff. Notices of each meeting will be sent to interested parties, which shall include any person who has attended a Committee meeting; and local community groups.

All meetings of the Committee shall be open meetings in accordance with the Open Public Meetings Act of 1971.

**Section 4 Public Comment**

Each regular Committee meeting shall include on the agenda an opportunity for public comment.

**Section 5 Location**

KP shall arrange a suitable and accessible location for SAC meetings.

**Article VII  
REPORTING**

**Section 1 Meeting Notices and Agendas**

KP and DON shall be responsible for working with the Chairs to prepare and send the meeting notices and agenda.

**Section 2 Meeting Minutes**

The DON shall be responsible for taking notes at each SAC meeting, preparing minutes for each meeting and e-mailing it to all regular members, alternates and ex-officio members within 30 days of the meeting. The minutes shall be subject to review, amendment and approval at the subsequent SAC meeting. The summary shall include a list of SAC members, alternates, ex-officio members, and guests present at the meeting. Minutes of all meetings are available online for public review.

**Section 3 Correspondence**

DON shall provide assistance to produce the correspondence of the SAC. Copies of all SAC correspondence shall be e-mailed to all Committee members.

**Section 4 Committee Reports**

The Committee comments and reports shall include, in addition to its recommendations, the public comments it received. The documents may incorporate minority reports. Copies of all Committee comments and reports shall be provided to all Committee members and shared on the DON website.

**Section 5 Reports from Other Departments.**

DON shall provide copies of all draft and final reports from SDCI and other City departments to all committee members and to individuals, community groups and others who that have requested to receive this information.

**Article VIII  
AMENDMENTS**

The by-laws may be amended by a majority vote so long as written notice of the proposed by-law changes has been provided prior to a regularly scheduled meeting.

**Article IX  
CODE TO GOVERN**

In the event of a conflict between these by-laws and the provisions of the City of Seattle's Major Institutions Code SMC 23.69 – Major Institutions Overlay District – the Code shall govern.