



February 8, 2018

City of Bainbridge Island  
280 Madison Avenue N.  
Bainbridge Island, WA 98110

Re: *Kitsap Transit Board Composition Review*

Dear Mayor Medina & Council members:

Every four years an elected representative designated by the Kitsap County Board of Commissioners and an elected representative of each of the component cities within the boundaries of Kitsap Transit (i.e., all of Kitsap County) must review the composition of Kitsap Transit's Board of Commissioners.<sup>1</sup>

Hereafter, I will refer to those designated representatives as the "Review Committee." I respectfully request that Kitsap County and each City designate and supply me with the name of an elected representative to serve on this Review Committee.

I am attaching a revised Memo from Kitsap Transit's General Counsel, which summarizes Kitsap Transit's existing Board composition and the procedural steps necessary to conclude the review. Subject to your respective approvals, I have scheduled the following date and time for a Review Committee meeting date:

Date

March 8, 2018

Meeting Place

Kitsap Transit Harborside Conference Room

Staff will work with representatives to find an agreeable time, to be determined once the members have been designated.

If you have questions, please do not hesitate to call me or Mr. Templeton. In advance, I thank you for your courtesies and consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "John W. Clauson".

John W. Clauson, Executive Director

cc: Mark Fuller



**REVISED AND CORRECTED**  
**MEMO RE: BOARD COMPOSITION REVIEW**

FROM: Ronald C. Templeton, General Counsel  
RE: Periodic Review of Board Composition

I.  
Summary of Review Statute

Kitsap Transit is a Public Transportation Benefit Area ("PTBA") governed by Chapter 36.57A RCW. RCW 36.57A.055 obligates "*members of the County legislative authority and the elected representative of each [component] city within the boundaries [of the PTBA] to review the governing body of the [PTBA] and change the composition of the governing body if the change is deemed appropriate.*"<sup>1</sup>

Composition review must occur every four years. The review must occur at a "*meeting of the designated representatives of the component county and cities*". 20 days notice of the meeting must be given by Kitsap Transit's Executive Director. A majority of the designated representatives present at the meeting constitute a quorum. Hereafter, I will refer to the Review representatives as the "Review Committee".

KT's last review occurred in 2014.

II.  
Kitsap Transit's Current Board Composition

Under Kitsap Transit's current By-Laws, Kitsap Transit's Board of Commissioners consist of nine (9) voting members and one (1) non-voting member. The voting members consist of the following:

The 3 County Commissioners;  
The Mayor of Bremerton;  
A Member of the Bremerton City Council, chosen by the Council;  
The Mayor of Poulsbo or a Member of the Poulsbo City Council, chosen by the Council;  
The Mayor of Port Orchard or a Member of the Port Orchard City Council, chosen by the Council;  
The Mayor of Bainbridge Island or a Member of the Bainbridge Island City Council, chosen by the Council;

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<sup>1</sup> In my initial memo, I read "members of the County Legislative authority to mean all members of the legislative authority of the County. I now believe the sentence was intended to mean the designated members of the County and cities.

An at-large member from one of the component Cities, other than City of Bremerton, chosen by the Board Chair for a two year period. This position rotates between the Cities every two years. The current At Large Member is a City of Poulsbo Council member chosen to fill the vacant position held by the City of Bainbridge Island in 2016. He is currently fulfilling the second year of the two year (2017-2018) cycle;

The non-voting member is elected by a majority vote of the three labor organizations which represent the classified employees of Kitsap Transit.

### III. Procedural Recommendations

In order to comply with the Review Statute, I suggest the following:

1. Select a proposed date and time for a Review Meeting well in advance of the proposed date.
2. KT's Executive Director, Board Chair, Clerk or General Counsel should send a letter to the County and each component city advising each city and the County that they must designate an elected representative to attend the Review Meeting. Presumably, that designation should be made by each City Council at a regular or special meeting and by the County's Board of Commissioners at a regular or special meeting. The elected representative could be a City's current representative that sits on KT's Board. But keep in mind even though the Cities of Bremerton and Poulsbo currently have two elected representatives who serve on KT's Board, only one elected official from each City can participate in the Review.
3. Each City and the County need to transmit the name and contact information for their respective designated representative to Kitsap Transit's Executive Director.
4. Twenty (20) days before the proposed Meeting, Kitsap Transit's Executive Director must transmit written notice of the Meeting to the County and the designated representatives of the County and the four (4) Cities within Kitsap County.
5. Out of caution, the Meeting should be treated as a public meeting and published as if it were a special meeting of Kitsap Transit's Board or of the legislative authorities of the component jurisdictions.

6. At the time the Meeting is convened, the members of the Review Committee should elect a chair to preside over the Meeting and designate the Clerk of Kitsap Transit's Board to serve as the Clerk/Recording Secretary to record and keep minutes of the Meeting.
7. The Review Statute makes no provision for the participation in the review process by the labor organization(s) that represent the employees of a PTBA. Out of courtesy, KT should give notice of the Meeting to each labor organization and encourage the representatives of each labor organization to provide written input for the consideration of the Review Committee.

#### IV. Composition Parameters

RCW 36.57A.050 sets forth the following rules regarding the composition of the Board.

1. The Board may not include more than 9 voting members.
2. All voting Members be elected officials.
3. At least one Board Member must be appointed by the City Councils of each of Kitsap County's four Cities.
4. At least one Board Member must be appointed by the County Commissioners.
5. The Review Committee is free to (i) reduce the City of Bremerton's representative to one person appointed by the City Council; (ii) reduce the County's representative to one or two of the County's Commissioners; and (iii) reduce the number of voting Board Members to five or more. If reductions occur in the number of County Representatives and/or the City of Bremerton's Representatives, the Review Committee may create more at large positions.