



MEMORANDUM

EUGENE WATER & ELECTRIC BOARD

Rely on us.

TO: Commissioners Brown, Carlson, Barofsky, McRae and Schlossberg
FROM: Frank Lawson, General Manager; Anne Kah, Administrative Services Manager
DATE: April 26, 2022 (May 3, 2022, Regular Board Meeting)
SUBJECT: Potential Update to Board Policy GP7 Board Parliamentary Procedures
OBJECTIVE: Information/Guidance

Issue

Commissioners conducted a holistic review of Board Policies. During the Board's annual business meeting in January, three policies were selected for further review and refinement; SD3 Customer Service Policy, GP7 Board Parliamentary procedures, and GP15 New Commissioner Orientation. Additionally, the Board committed to establishing a new Diversity, Equity, and Inclusion Policy.

Background

Board Policy GP7 Board Parliamentary Procedures defines the high-level roles of President, Vice President, and General Manager-Secretary. Additionally, the policy provides guidance for Meeting Start Times, Public Meetings, Quorum, Vacancy on the Board, Board Attendance, Record of Meetings, Minutes Corrections and Additions, and Use of Resolutions. The policy was last revised May 7, 2019. A copy of the current policy is attached herein.

Discussion

Commissioners initially identified Vacancy on the Board and Board Attendance as two potential areas for improvement. There may be additional opportunities to update the policy to better define the Board's operating procedures under various scenarios. The following information and open-ended questions are provided to assist the Board as they consider prospective amendments.

Vacancy on the Board

EWEB Bylaws, Article IX, Section 1 states: "should a vacancy occur on the Board, the remaining Commissioners will appoint a qualified elector to fill such vacancy. The appointment shall be made within 90 days. (Eugene Charter Section 24)"

According to Board Policy GP7, "a quorum shall consist of three members of the Board. In order to pass a resolution, motion or other measure, an affirmative vote of at least 3 commissioners (a majority of the 5 commissioner positions) is required."

Currently there is no provision to address a tie vote due to a vacancy on the Board. Commissioners may wish to adopt a means to avoid inaction in this situation. It should be noted that as presently written, the policy states "The president's role shall be primarily procedural and the president shall have no greater

vote on substantive matters than other members”, therefore the Board would need to clearly designate under what conditions an exception would be enacted should they wish to do so.

Furthermore, in the event of two vacancies, under the current requirement for a quorum “an affirmative vote of at least 3 commissioners (a majority of the 5 commissioner positions)”, requires a unanimous vote to pass a motion. The Board may wish to consider a lesser quorum requirement if there are two open seats on the Board. For instance; “an affirmative vote of at least 3 commissioners (or in the event of vacancies a majority of the occupied commissioner positions)”.

To update and revise the Vacancies section of GP7, please consider the following questions for providing guidance:

1. Should each remaining Commissioner be able to nominate a potential replacement?
2. In the event that four Commissioners remain, should the President’s vote be used as a tie-breaker if the replacement vote is 2-2 (including the President’s vote).
3. If multiple appointment candidates are presented by remaining Commissioners, how shall the field be narrowed?
4. Is there ever a condition where the Board feels it appropriate for the General Manager to have a role?

Board Attendance

EWEB Bylaws, Article IX, Section 2 states: Attendance at all meetings of the Board is required of Commissioners. Prior notification of absence should be given to the Board or the Secretary whenever possible. The Board shall have power to declare vacant the office of a member who shall absent themselves from three consecutive regular meetings without an excuse satisfactory to the Board (Eugene Code 2.205).

With the advent of virtual and hybrid meetings the Board may wish to revisit its guidelines for attendance. For example;

5. Do Commissioners wish to establish preferences or expectations for in-person and/or virtual attendance, and under what circumstances? Is physical presence required to avoid absenteeism?

Recommendation/Board Action

No action is requested at this time. Please consider providing responses to the questions posed herein. Management will use Commissioners perspectives to provide proposed edits to GP7 for Board future deliberation and potential ratification. A Board discussion is scheduled for the June 7, 2022, meeting where Management will seek Board direction on potential policy amendments.

Attachment:

Board Policy GP7 Parliamentary Procedures



Governance Process Policies (GP Policies)

GP7 Board Parliamentary Procedures
Effective Date May 7, 2019

The Board shall conduct meetings in accordance with Board policies. If the Board is unable to resolve procedural issues, the Board shall use Robert’s Rules of Order. The following policies and procedures shall apply:

PRESIDENT’S ROLE: The president presides over all meetings of the Board. The President’s role shall be primarily procedural and the president shall have no greater vote on substantive matters than other members. The president will also represent the Board as required within the community and coordinate among the Board as necessary in the conduct of Board functions.

VICE PRESIDENT’S ROLE: The Vice President’s role is to perform the duties and responsibilities of the president in his/her absence or as agreed upon by the Board.

GENERAL MANAGER - SECRETARY ROLE: The General Manager - Secretary reports to the Board as a whole and is responsible for implementing policies and directions established by the Board.

MEETING START TIMES: The regular meeting of the Board will be held at 5:30 p.m. on the first Tuesday of each month, unless that Tuesday falls on or generally conflicts with a national holiday, in which case the meeting may be on the next business day or on another Tuesday in that month. If an additional regular meeting is required, the general preference will be to hold that meeting at 5:30 p.m. on the third Tuesday of the month. The Board President and the General Manager - Secretary may reschedule these meetings, schedule additional meetings, or cancel any meeting of the Board by mutual agreement.

PUBLIC MEETINGS: Except as otherwise provided by law; all meetings of the Board shall be open to the public and all persons shall be permitted to attend. No quorum of the Board shall meet in private for the purposes of deciding or deliberating toward a decision on any matter; an executive session may be held only for those purposes allowed by law (ORS 192.610-690). All regular and special meetings of the Board shall be held whenever possible within the utility service district.

QUORUM: A quorum shall consist of three members of the Board. In order to pass a resolution, motion or other measure, an affirmative vote of at least 3 commissioners (a majority of the 5 commissioner positions) is required.

VACANCY ON THE BOARD: Should a vacancy occur on the Board, the remaining Commissioners will appoint a qualified elector to fill such vacancy. The appointment shall be made within 90 days.

BOARD ATTENDANCE: Attendance at all meetings of the Board is required of Commissioners. Prior notification of absence should be given to the Board or the Secretary whenever possible. The Board shall have the power to declare vacant the office of a member who shall absent himself/herself from three consecutive regular meetings without an excuse satisfactory to the Board.

RECORD OF BOARD MEETINGS: With the exception of Executive Sessions, audio recordings of all Regular and Special Meetings of the Board, will be made and retained for at least 12 years, and/or a written record will be



prepared, in the form of minutes. The minutes will be a high-level summary (not a full transcript) to include: members of the governing body present; motions, proposals, resolutions, results of all votes and substance of any discussion undertaken by Board members, management and other presenters including consultants and members of the public who address the Board.

Written minutes shall be reviewed and adopted by an affirmative vote of the Board, consistent with the Bylaws, and made available to the public.

MINUTE CORRECTIONS AND ADDITIONS:

Corrections: Individual Board members may make suggested corrections to the minutes of prior meetings if the proposed meeting minutes are factually incorrect in recording discussion or statements made at the meeting. If there is disagreement as to the accuracy of the requested correction, a verbatim transcription of that portion of the audio recording will be requested and used to determine the appropriateness of the request. If a majority of the Board agrees that the requested correction is accurate, the minutes will be corrected without use of a verbatim transcription.

If the minutes accurately reflect what was said, regardless of the accuracy of the statement itself, the minutes will not be corrected. In this instance, a Commissioner may ask that a clarifying statement be entered into the minutes of the current meeting.

Additions: A Commissioner may request that a point of discussion or statement made during the meeting covered by the minutes be entered into the minute's record. If there is disagreement as to the accuracy of the requested statement or fact, a verbatim transcription of that portion of the audio recording will be requested and used to determine the appropriateness of the request. If a majority of the Board agrees that the requested inclusion is accurate, the minutes will be edited and the additional information included without use of a verbatim transcription.

USE OF RESOLUTIONS FOR BOARD ACTIONS: Formal resolutions will be required when the Board takes actions of the following types:

- Rate increases or decreases;
- Approval of contracts for purchased power with a term of one year or more;
- Adoption of an Integrated Electric Resource Plan or update;
- Adoption of the Water Supply Plan or update;
- Adoption of a Water Master Plan or update;
- Adoption of Board Policies;
- Approval of the annual budget;
- Issuance of bonds or other debt instruments.
- Committees created and adopted by Board.
- Outside appointments adopted by the Board.
- Liaison appointments adopted by the Board.
- Advisory assignments adopted by the Board.

All other actions can be taken in accordance with the Bylaws using a simple motion and affirmative vote.



Source: Bylaws, Board Discussion, Board Approved 11/01/05; Revised 12/15/09, Resolution No. 0932; Revised as per bylaws 07/19/11, Resolution No. 1122; Revised 01/06/15, Resolution No. 1503; Revised 05/07/19, Resolution No. 1911.