



MEMORANDUM

EUGENE WATER & ELECTRIC BOARD

Rely on us.

TO: Commissioners Schlossberg, Brown, Carlson, Barofsky and McRae
FROM: Frank Lawson, General Manager
DATE: December 1, 2021
SUBJECT: Board Officer and Liaison Positions
OBJECTIVE: Prepare for Election of Officers and Appointment of Liaisons in January

Issue/Background

The EWEB Bylaws, Article V, Section 1 state that the board president and vice president will be elected annually. Election of officers typically occurs at the first regular board meeting of each calendar year.

In accordance with Board Policy GP12, the Board may use committees, outside appointments and liaisons to staff work as a means of gathering and disseminating information, representing the Board, and providing preliminary input to Board decisions. Furthermore, the policy provides directives for establishing said assignments. A copy of the policy is attached for reference.

Discussion

It is important to note the differences between board liaisons and subcommittees. While serving as a liaison to staff work, board members should stay within the structure provided in board policy which includes; participating as other project team members, with no more or less authority than other team members; not directing staff or managing the work of the group; bringing important information back to the full Board; and representing the views of the Board to the best of their ability. Recommendations should be made by the project team and submitted to the entire Board. Any decisions requiring board-action will be made by the full Board in accordance with the EWEB bylaws.

It may be sufficient to have one Board member designated as a liaison to a particular project, but if the Board is interested in having two Commissioners serve as liaisons to the same project, the Board should be careful to not create a sub-committee which could trigger public meetings laws. In that vein, it is prudent to ensure that the designated Commissioner liaisons do not meet together, or with other board members, outside the staff project meetings and board meetings to discuss their thoughts and opinions on the matter.

Should the Board choose to appoint two liaisons to the EWEB Riverfront Property Team, each Commissioner would be assigned as an individual Board Liaison to the project. The concurrent assignment of two separate Liaisons to the project is not intended to create a committee or sub-committee, rather, the two Board Liaisons would be directed to act independently in fulfilling their respective Liaison roles in accordance with board policy GP12.

The following is an account of Officers and Appointments for 2021, as well as a draft description of the newly proposed liaison position(s) for the EWEB Riverfront Property Disposal.

Board Appointments

2021 Election of Board Officers

President	Mindy Schlossberg
Vice President	John Brown

2021 Appointment of Commissioners

Lane Council of Governments (LCOG)	Sonya Carlson (primary) John Barofsky (alternate)
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Provides coordination among Lane County governmental agencies. Term of organization is ongoing; term of appointment is annual.

McKenzie Watershed Council	John Barofsky No designated commissioner as alternate
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Fosters better stewardship of the McKenzie Watershed resources through voluntary partnerships and collaboration. Term of organization is ongoing; term of appointment is annual.

Other Post-Employment Benefits (OPEB)	John Brown No designated commissioner as alternate
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A Commissioner is not a voting member of the Section 115 Trust that has been set up to oversee EWEB contributions to the trust, the investment of funds, and measurement of the unfunded liabilities of the retiree medical plan. Term of appointment is ongoing.

Springfield Utility Board (SUB)	John Brown No designated commissioner as alternate
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EWEB is interested in partnering with SUB to build a long-term resilient approach to managing multiple water sources in the metropolitan area. The SUB liaison will assist the General Manager with the exploration of strategic water opportunities. Term of assignment is ongoing; term of appointment is annual.

Lane Electric Cooperative	Mindy Schlossberg No designated commissioner as alternate
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The liaison will partner with the General Manager on future discussions and collaboration with Lane Electric Cooperative. Term of assignment is ongoing; term of appointment is annual.

City of Eugene	Mindy Schlossberg Matt McRae
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Although recently focused on climate issues, in practice this liaison role is between EWEB and City of Eugene leadership (Board President and Vice President, Mayor, Council President and Vice President) on areas of mutual interest. It is the Board's desire to partner and exchange information with the City of Eugene on a variety of matters, including but not limited to EWEB's role in decarbonization, resiliency, and emergency preparedness. This liaison will collaborate with the City of Eugene leadership and provides the Board periodic reports on discussions with the City. The term of assignment is ongoing; the term of appointment is annual.

EWEB Riverfront Property

The Board directed the General Manager to conduct a formal Request for Proposals (RFP) to dispose of EWEB's Headquarters Property. The Board may appoint up to two liaisons whose role is to partner with staff to make recommendations to the entire Board around the property disposition process. The liaison(s) can be involved in various aspects of the process development such as recommending priorities and goals for disposal of the property, recommending an evaluation and selection process and schedule, and creating a draft of the RFP's submittal content including evaluation criteria and scoring. Liaison(s) will be careful to stay within the structure provided in board policy GP12, and all decisions requiring board-action will be made by the full Board in accordance with the EWEB bylaws.

For the Board's consideration and future discussion:

According to Board Policy GP12, the designated commissioner(s) participate as a project team member(s) with "no more or less authority than other team members," thus the Liaisons could be involved in all areas of RFP development and evaluation unless the terms of the Board assignment were to limit their role, and subject to any restriction under the Oregon Government Ethics laws.

Commissioners should contemplate the scope of the Liaison role, in particular participation in the following areas:

- a) Should the Liaison(s) participate with staff in the recommendation of evaluation criteria and weighted values, or should staff develop and refine this aspect of the RFP based on Commissioners' feedback received during public board meetings?
- b) Should the Liaison(s) participate with staff during the preliminary evaluation and scoring of proposals and subsequent recommendation to the Board, or should the Liaison(s) only evaluate proposals in the company of the full Board?

From a legal perspective each of the above options are acceptable, although some methods provide more transparency, and may inspire greater public confidence in the fairness and equity of the process.

Requested Board Action

No action is requested at this time. An agenda item is scheduled for January 4, 2022, at which time Commissioners will have the opportunity to discuss and take action on the 2022 election of officers and board appointments. Following the Board's decisions, staff will prepare a resolution for formal adoption of these appointments on the February 2022 consent calendar.

Attachment: Board Policy GP12



Governance Process Policies (GP Policies)

GP12 **Board Committees, Outside Appts, Liaisons to Staff Projects & Advisory Committees**
Effective Date **October 3, 2006**

The Board may use committees, outside appointments and liaisons to staff work as a means of gathering and disseminating information, representing the Board and providing preliminary input to Board decisions.

Specifically,

- The Board may choose to appoint standing (permanent) and temporary committees.
 - All committees will be created and defined by Board Resolution and formally adopted by the Board. The resolution will state the purpose, composition, membership (term and succession), and in the case of temporary committees, the expected dissolution date. Committees may include members from outside the organization if the Board so chooses.
 - Committees will be used to discuss and refine information and to make recommendations to the full Board.
 - All committee meetings (except where exempt under Oregon Revised Statutes) shall be open to the public.
 - When Board committees are used, Commissioners will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to the General Manager.
- The Board may appoint a Commissioner to an outside organization or entity.
 - All outside appointments will be made by Board Resolution and formally adopted by the Board. The resolution will state the purpose of the appointment, the nature of the Commissioner's role, the term of the appointment and the succession if applicable.
 - As an appointee to an outside organization, it is the responsibility of the Commissioner to represent policies and resolutions adopted by the Board. If an issue arises in which the Board has not previously taken a position, it is the responsibility of the Commissioner to represent what he/she believes the Board majority would be. Should the majority of the Board decide that any action taken by an appointee did not represent the view of the majority; the Board can send a written notice modifying the previous action.
- The Board may designate Commissioners to act as formal or informal liaisons to staff managed projects or work assignments.



- All liaison assignments will be made by Board Resolution and formally adopted by the Board. The resolution will state the purpose of the liaison assignment, the term of the assignment and the expected completion date.
- As a liaison to a staff managed project or work assignment, Commissioners will participate as other project team members, with no more or less authority than other team members. It is the responsibility of the Commissioner to bring important information back to the full Board and to represent the views of the Board, to the best of the Commissioner's ability.
- Commissioners assigned, as formal or informal liaisons will not direct staff or manage the work of the team or group. Decisions requiring action from the Board will be brought to the full board in accordance with the by-laws.
- The Board may designate Commissioners to participate in outside advisory committees whose purpose is to gather information from the community on projects or work currently engaged by or under consideration by the utility.
 - All advisory assignments will be made by Board Resolution and formally adopted by the Board. The resolution will state the purpose of the advisory committee, the term of the assignment and the expected completion date.
 - As a member of a community advisory committee, Commissioners will participate as other committee members, with no more or less authority than other members. It is the responsibility of the Commissioners to bring important information back to the full Board and to represent the views of the Board, to the best of the Commissioners ability.

Source: John Carver/Patrick Lanning, Board, Board Approved 10/03/06.