



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: June 29, 2022 (July 5, 2022, Regular Board Meeting)
SUBJECT: Update to Board Policy GP7 Board Parliamentary Procedures
OBJECTIVE: Action – Approval of Resolution No. 2214

Issue/Background

During the Board’s annual business meeting in January, GP7 Board Parliamentary Procedures was one of three policies identified for review and refinement.

A copy of the current policy was provided to the Board as Correspondence for the May 3, 2022 meeting, and on June 7, 2022 the Board discussed potential policy amendments.

Discussion

The Board’s feedback has been incorporated in the policy, along with several edits that better reflect current administrative practices. Primary revisions are as follows.

Quorum / Board Actions

The requirement for a quorum to do business has been restated to be a majority of members of the Board.

Board Attendance

With the accessibility of virtual and hybrid meetings, the Board agreed that in-person and virtual attendance are both acceptable forms of participation and satisfy the attendance requirement.

Record of Meetings

Video has been added to the specifications for meeting recordings.

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)”*

Given the relatively brief timeframe to fill a vacancy, the Board suggested it may be prudent to predetermine a process for filling a vacancy, while not being overly prescriptive. The proposed policy

amendment provides an overview of actions involved with conducting an efficient recruitment and selection process. The proposed language is intentionally vague to allow flexibility in various scenarios. For example, the most recent vacancy on the Board was swiftly filled by the evident candidate who had already won the primary election for the upcoming term, therefore, a robust recruitment was not necessary.

Should the Board desire a more defined process at this time, Management recommends that Commissioners direct staff to develop supplemental tools such as an updated application, potential process alternative(s), and communications plan, rather than including these details in the board policy.

Recommendation/Board Action

Management's recommendation is reflected in the amended Board Policy GP7 attached herein and presented for the Board's potential action on Consent Calendar B.

Attachments:

Board Policy GP7 Parliamentary Procedures – current version

Board Policy GP7 Parliamentary Procedures – proposed amendment tracked changes

Board Policy GP7 Parliamentary Procedures – proposed amendment clean copy

Resolution No. 2214



Governance Process Policies (GP Policies)

GP7 Board Parliamentary Procedures **Existing Policy**
Effective Date May 7, 2019 **last amended May 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.



Governance Process Policies (GP Policies)

GP7 Board Parliamentary Procedures
Effective Date ~~May 7, 2019~~ July 6, 2022

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:

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VICE PRESIDENT'S ROLE: The Vice President's role is to perform the duties and responsibilities of the president in ~~their~~ 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, or on another day agreed upon by the Board. 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 President¹ 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.

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BOARD ACTIONS: ~~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.~~ In order to pass a resolution, motion, or other measure, an affirmative vote of a majority of the entire Board is required.

VACANCY ON THE BOARD: Should a vacancy occur on the Board, the office of the General Manager shall administratively assist the Board with their pursuit of a qualified replacement. Public notification and an application process will commence as soon as possible. Applicants must meet residency

¹ City Code 2.205



requirements, and shall provide information including, but not limited to; occupational background (paid or unpaid), educational background, prior experience and qualifications that bring value to the EWEB Board, and professional references. All applications will be provided to the current Board members for consideration. Interviews may be conducted during a public meeting upon request by two or more current Commissioners.

the remaining Commissioners will appoint a qualified elector to shall be appointed by vote of the current Board members fill such vacancy. The appointment shall be made within 90 days. The appointment shall be made in accordance with all provisions of the EWEB bylaws, Eugene City Charter², and Eugene City Code³.

BOARD ATTENDANCE: In-person or virtual a Attendance at all regular meetings of the Board is required of Commissioners. Prior notification of absence should be given to the Board or the Secretary whenever possible. Consistent with City Code, tThe Board shall have the power to declare vacant the office of a member who shall absent themselves himself/herself from three consecutive regular meetings without an excuse satisfactory to the Board⁴.

RECORD OF BOARD MEETINGS: With the exception of Executive Sessions, audio with video 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.

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² [Eugene City Charter Section 24. Vacancies - Filling](#)

³ [Eugene City Code 2.968 Elections – Eugene Water & Electric Board - Composition](#)

⁴ [Eugene City Code 2.205 Eugene Water & Electric Board Meetings](#)



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- Adoption of a Water Master Plan or update;
- Adoption of Board Policies;
- Approval of the annual budget;
- Issuance of bonds or other debt instruments.
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Governance Process Policies (GP Policies)

GP7 Board Parliamentary Procedures
Effective Date July 6, 2022

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BOARD ACTIONS: In order to pass a resolution, motion, or other measure, an affirmative vote of a majority of the entire Board is required.

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(paid or unpaid), educational background, prior experience and qualifications that bring value to the EWEB Board, and professional references. All applications will be provided to the current Board members for consideration. Interviews may be conducted during a public meeting upon request by two or more current Commissioners.

A qualified elector shall be appointed by vote of the current Board members within 90 days. The appointment shall be made in accordance with all provisions of the EWEB bylaws, Eugene City Charter², and Eugene City Code³.

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**RESOLUTION NO. 2214
JULY 2022**

**EUGENE WATER & ELECTRIC BOARD
UPDATE TO BOARD POLICY GP7 – BOARD PARLIAMENTARY PROCEDURES**

WHEREAS, the Eugene Water & Electric Board (EWEB) maintains a Board Policy Manual that contains governing policies for the Board of Commissioners; and

WHEREAS, the Board of Commissioners periodically reviews said policies and identifies required modifications or amendments to those policies; and

WHEREAS, the Board of Commissioners periodically determines that new policy is required to adequately document the work or intention of the Board with regard to governance, Board-staff linkage, strategic direction, or executive limitations; and

WHEREAS, the Board of Commissioners has reviewed an amendment to Board Policy GP7, Board Parliamentary Procedures, and has determined that the amendment is appropriate and necessary to reflect the Board’s desired operating procedures. The amended policy shall be reviewed in approximately one year to ensure the policy is achieving the desired effects.

NOW, THEREFORE, BE IT RESOLVED the Eugene Water & Electric Board hereby approves the amended Board Policy GP7 – Board Parliamentary Procedures.

DATED this 5th day of July 2022.

THE CITY OF EUGENE, OREGON
Acting by and through the
Eugene Water & Electric Board

President

I, ANNE M. KAH the duly appointed, qualified, and acting Assistant Secretary of the Eugene Water & Electric Board, do hereby certify that the above is a true and exact copy of the Resolution adopted by the Board at its July 5, 2022 Regular Board Meeting.

Assistant Secretary