



# 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: December 28, 2022 (January 3, 2023, Regular Board Meeting)  
SUBJECT: Proposed Update to Board Policy GP7 Board Parliamentary Procedures  
OBJECTIVE: Action – Approval of Resolution No. 2304

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## Issue

During Commissioners' annual board policy review in December 2022, a potential amendment to Board Policy GP7 Board Parliamentary Procedures was discussed.

## Background

According to [ORS 192.650](#), the governing body of a public body shall provide for the sound, video, or digital recording **or** the taking of written minutes of all its meetings.

Presently, written minutes and audio/video recordings are created for all public meetings.

According to Board Policy GP7 as currently written, the minutes will be a high-level summary to include Board members present, motions, proposals, resolutions, results of all votes, and the substance of all discussions undertaken by Commissioners, management, and other presenters including consultants and members of the public who address the Board.

## Discussion

With the availability of meeting recordings, Management recommends action-based minutes to supplement the recordings. Action-based minutes provide a written record of what is done at the meeting, rather than an account of what is said. The proposed action-based minutes would include:

- Board members present,
- Names of individuals who provide public input, the subject of their testimony, and their position on the matter (i.e. First Name Last Name spoke in favor of "X"),
- Names of management and other presenters including consultants who address the Board,
- An account of all agenda items with the corresponding timestamp to simplify navigation of the recording,
- Reference to documents or presentations discussed at the meeting,
- Motions, proposals, resolutions, and orders proposed and their disposition,
- Results of all votes,
- Direction given by the Board, and
- Agreements made by the Board and General Manager

Notably, a high-level summary of the meeting discussion would not be included in the written minutes, however, if a special circumstance calls for an important statement outside the established requirements to be included in the minutes, Commissioners or the General Manager may specify that a statement is "for the record" and it will be reflected in the minutes.

**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. 2304



Governance Process Policies (GP Policies)

GP7                      Board Parliamentary Procedures  
Effective Date              July 5, 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:

**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 their 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, 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 President<sup>1</sup> 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 a majority of members of the Board.

**BOARD ACTIONS:** 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 requirements, and shall

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<sup>1</sup> City Code 2.205



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.

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 Charter<sup>2</sup>, and Eugene City Code<sup>3</sup>.

**BOARD ATTENDANCE:** In-person or virtual 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, the Board shall have the 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<sup>4</sup>.

**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.

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. The meeting recording will be used to determine the appropriateness of the request. If there is disagreement as to the accuracy of the requested correction, a verbatim transcription of that portion of the 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. The meeting recording will be used to determine the appropriateness of the request. If there is disagreement as to the accuracy of the requested statement or

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<sup>2</sup> Eugene City Charter Section 24. Vacancies - Filling

<sup>3</sup> Eugene City Code 2.968 Elections – Eugene Water & Electric Board - Composition

<sup>4</sup> Eugene City Code 2.205 Eugene Water & Electric Board Meetings



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; Revised 07/05/22, Resolution No. 2214.



Governance Process Policies (GP Policies)

GP7 Board Parliamentary Procedures  
Effective Date ~~July 5, 2022~~ Proposed January 3, 2023

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**RESOLUTION NO. 2304  
JANUARY 2023**

**EUGENE WATER & ELECTRIC BOARD  
RESOLUTION APPROVING REVISION 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 a modification to Board Policy GP7, Board Parliamentary Procedures and has determined that the modification is appropriate and necessary.

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

DATED this 3<sup>rd</sup> day of January 2023.

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

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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 January 3, 2023 Regular Board Meeting.

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Assistant Secretary