

Policy & Procedure Committee Meeting Minutes

Tuesday, May 7, 2019

(Reviewed/Approved: 7/10/19 after changes/updates to New Bus #1, 2, & 3)

Members in attendance:

____Johnny Sapp____ ____Joyce Nelson____ ____Genece MacKay____

Called to order at 9:05am

Approved December 19, 2018 P&P Committee Meeting minutes.

Highlighted issues are Action Items.

OLD BUSINESS:

1. Discussed Records Management (5.1), updated/refined; consider basing it on OAR 166-350-0005 through 166-350-0010.
 - a. (from 2.a of minutes for 10/3/18) Ensure access to files/copies of the By-laws. *got copies, will ensure that the Bylaws are addressed in the P&P Manual;*
 - i. *John S. is still reviewing but has concerns about possible differences between the original By-laws and sections 1.2 through 1.6 ("Bylaws I through V"); discussed at October BOD mtg; also discussed whether the Bylaws should even be in the P&P Manual OR should it be attached as an appendix and only referenced in the P&P Manual. The current P&P Committee believes it should only be referenced in the P&P Manual-*
 - ii. *The concern is around Sect 1.6 (60% majority vote to adopt/modify bylaws).*
 - iii. *Are the Bylaws up-to-date? There are references to 1997... in my opinion it needs to be updated, but not a P&P Committee issue to resolve; discussed at October BOD mtg; BOD asked P&P comm. to pursue recommendations for changes/updates and consider removal of outdated references- i.e. present a DRAFT. As of 5/7/19, this still needs to be resolved.*
 - b. Service Tariff for Subscribers to the Oregon Utility Notification Center information/copies. The committee believes this information should be available somewhere especially for prospective members. *We need to check with Kitty and Greg to find related docs and what it would take to place on the website- email sent on 10/5/18. Discussed adding a new member packet to the website (and include information about Tariffs). For example, under "Dig Safely" or "Resources" have a link to "New Member Pack". UPDATE 5/7/19- discussed having the latest Tariff letter scanned*

and stored on the website at "Resources/Forms"; also, put a link at this same location to the OCC website for "new member packets".. Proposed both at BOD (5/8/19) and agreed; not added to website as of 5/10/19.

DONE UPDATE, as of 7/8/19 letter is available to view on website at "Resources/Tariff" AND "Resources/Forms".

- c. The committee feels that (a) should be stored at Board-only access (public record requests could still be used); *confirmed*. (b)-(d) would be available on the public website *confirmed that (b) is available online, (c) Bylaws- is under discussion- consider putting approved bylaws in P&P Meeting Minutes???, (d) under review.*
 - d. Link to OAR and/or DAS policy: <https://www.oregon.gov/das/Policies/107-001-020.pdf> as in "...in accordance with DAS Policy..." *updated Draft P&P manual to include the link and a very brief explanation ("...by complying with DAS Policy 107-001-020 "Public Records Management"...)* **DONE**.
 - e. Action item to wordsmith into P&P manual ("new" Draft version) and present to Committee and then Board for review & approval after issues resolved. **DONE** as of P&P Comm. Mtg
2. Discussed section 2.1 of the P&P manual, Zero Discrimination;
- a. Committee discussed and agreed to wordsmith into the new draft P&P manual a statement that says something to the effect of "OUNC will adhere to the DAS policy on Zero-discrimination..." *with a link to the policy, copy the "Policy Statement" from DAS 50.010.01, NOTE: recently updated and includes Board/Commission members. I also updated section 2 to remove 2.5 and updated 2.1 to address both "Policy on Discrimination and Harassment Free Workplace" (covers both policies which covers both 2.1 and 2.5). REVIEWED DRAFT P&P MANUAL at P&P Comm. Mtg.*
 - b. and then provide a brief explanation in the P&P manual. **DONE, reviewed with Committee will review with BOD at presentation of P&P Manual Update.**
 - c. Do we need to have that reviewed by DOJ? *No, in line with DAS policy.*
3. PREVIOUS BOD Meeting issues to address:
- a. meeting minutes (including committee),
 - i. are they archived? *Meeting minutes are stored on the website (Board-only docs). Backups kept for 30 days.*
 - ii. Does this need to be addressed in the P&P Manual? *No.*
 - iii. What about other docs, like balance sheets, etc? *Also stored with meeting minutes.*
 - iv. Are they listed on the website? Board-only? *Board only.*
 - v. *email to Kitty (et.al.) asking about issues 10 (a) (i-iv) immediately above (10/8/18).*
 - vi. Contract with OCC? *at Contract Committee website folder (Board-only). DONE, discussed at P&P Comm. Mtg. store at Board-docs/contracts. Discussed at BOD on 5/8/19, agreed; as of 5/10/19 a downloadable copy is stored at Board-docs/contracts.*

- vii. Tariffs (schedule #1)? see 1(d) of these meeting minutes. **DONE**
- viii. in my opinion (John S.), this should be addressed in Records Management (5.1) **DONE, all issues in this section have been addressed.**

NEW BUSINESS:

- 1) Consider adding a Website Review, specifically “Board-only” docs. *added section to 1.15 reviewed annually by E.D.* **JOHN WILL REVIEW THESE CHANGES TO P&P MANUAL.**
- 2) From BOD- cash reserves amount? \$250K? Addressed in P&P? Annual review or not? How is the amount determined? **To be determined/discussed later; Joyce is reviewing.**
- 3) **DISCUSS ENFORCEMENTS- STATEMENT OF PURPOSE;** do we backtrack on the current P&P manual and insert this new/updated Statement of Purpose? (copy attached) **To be determined/discussed later**
- 4) **What else?**

TABLED (to be discussed at a later date):

- 1) Org chart has been updated for new Draft, but wait until changes take affect from “strategy” discussions. TABLED on 10/3/2018.
- 2) Discussed: Consider moving the section “Policy for Adding or Removing Seats on the Oregon Utility Notification Center Board of Directors (currently section 1.11) to 1.3.7 (or 1.8, Stakeholders); take into consideration that 1.3 is loosely based on Bylaws Article II, is this the appropriate location for 1.11?
 - a. Remember this is a request to the Governor (positions are appointed by the Governor).
 - b. as of 10/10/18-TABLED, delayed discussion for a later date.
- 3) Discussed and TABLED: *Does the P&P Committee need to address how the Board deals with Facility Operators that are no longer locating their utilities? For example, where a facility operator has gone out of business or is not responsive in some way*
 - a) *Involve the local UCC?*
 - b) *Write-off the “debt”...*
 - c) *Who’s going to locate?*
 - d) *Who’s the “new” owner?*
 - e) *Maintaining records, maps, drawings, etc? Where’s the line?*
 - f) *Who’s responsible for these?*
 - g) the committee agreed to address this by adding a section to 3.5, namely 3.5.4 and address “due diligence”. **TABLED FOR LATER DISCUSSION, CONSIDER ADDING TO A NEW SECTION (6), consider a sub/ad-hoc committee**
- 4) Consider adding a Section 6.0 to the P&P manual for Miscellaneous **Operational** (Acknowledgement becomes 7.0).

- a) business, misc, operations, call-center operations, coordination, etc.
 - b) Tariff rates, **how determined/calculated?**
 - c) Abandoned business/utilities/facilities/unknown/out-of-business (#7 of old business- above)
 - d) changing OAR's, steps in the process, get a list from Micah when the current changes have been completed (e.g. steps for making changes to the Rules).
 - e) Worth considering, but need time to address; TABLED on 10/3/2018.
- 5) is authority granted to board adequately addressed in P&P Manual?
- a) do these rules/laws need to be reviewed?
 - b) How is it addressed in the P&P?
 - c) How is it documented?
 - d) questions? DOJ?
 - e) NOTES:
 - i) ORS=laws passed; OAR=guidance, rules-policy/procedures.
 - ii) Consider adding a section 6 to address these other "miscellaneous" issues.
 - iii) **THIS SECTION OF THE MINUTES (#3.b) TABLED FOR FURTHER REVIEW**

Motion to adjourn by: _____ second: _____

ADJOURN AT 11:15