

Policy & Procedure Committee Meeting Minutes
Thursday September 5, 2019
(minutes approved: 12/11/2019)

Members in attendance:

____ Johnny Sapp _____ Joyce Nelson _____ Geneece MacKay ____
____ Kitty Davis _____ Phil Boyle _____

Called to order at 9:03am

Approved July 10 2019 P&P Committee Meeting minutes (updated 1.17 with minor format issues).

Highlighted issues are Action Items.

OLD BUSINESS:

- 1) **REVIEW: 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, leave in old bus.**
- 2) **Discuss the Bylaws and made updates. Presenting updated Bylaws with DOJ comments to BOD on 12/11/19.**
- 3) From NOA of 7/24/19. Updated 1.9.2 and added 1.9.3, "clothing allowance". ***still need to determine the **correct amount** before finalizing P&P Manual. **Still being reviewed \$150, 200 or 250.???**

NEW BUSINESS:

None.

NOA (Not On Agenda):

None.

TABLED (to be discussed at a later date, **not addressed at the 9/5/19 meeting**):

- 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 to pursue recommendations for changes/updates and consider removal of outdated references- i.e. present a DRAFT.** As of 5/7/19, this still needs to be resolved.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) (c) Bylaws- is under discussion- consider putting approved bylaws in P&P Meeting Minutes???, (d) under review.
- 2) Org chart has been updated for new Draft, but wait until changes take affect from "strategy" discussions. TABLED on 10/3/2018.
 - 3) 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.
 - 4) 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**
 - 5) 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. **NOTE from P&P Comm Mtg, 5-7-19, add a note to 1.16 to "add addendum "A" as a guide for BOD/Committees to make changes to OARs.**
 - 6) 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: _Joyce_____ second: _Geneece_____

ADJOURN AT ___11:19am_____