

**DRAFT** Policy & Procedure Committee Meeting Minutes  
Wednesday, December 11, 2019  
(minutes approved: \_\_\_/\_\_\_/\_\_\_)

Members in attendance:

\_\_\_\_ Johnny Sapp \_\_\_\_\_ Joyce Nelson \_\_\_\_\_ Scott Gallegos \_\_\_\_  
\_\_\_\_ Kitty Davis \_\_\_\_\_ Phil Boyle \_\_\_\_\_ Ryan Sandahu \_\_\_\_

Called to order at \_\_\_ 8:05am \_\_\_\_\_

Approved Sept 5 2019 P&P Committee Meeting minutes.

Yellow 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) **Enforcement Comm no longer exists; will update future P&P Manuals accordingly (include the Damage Reporting Comm.).**
- 2) **Discussed the Bylaws**, reviewed DOJ comments and came to agreement on proposed wording to present to December BOD. **Presented updated Bylaws with DOJ comments to BOD on 12/11/19, worked with BOD on agreed wording changes- notes/changes from BOD meeting:**
  - a) **Article I, #2** agreed/approved DOJ comment to add “within the State of Oregon”.
  - b) **Article 2, #2** approved DOJ changes as written. **Will add details described in comment (jlm1) to P&P Manual (e.g. info required to be in the notification and posted to Oregon Transparency website).**
  - c) **Same section, last paragraph** about members that miss BOD meetings. Agreed to leave as updated by DOJ.
  - d) **Article II, section 5**, BOD discussion on whether to leave ORS reference in Bylaws or not and leaving as written. Agreed to change wording to “*A Board member shall declare an actual conflict of interest or potential conflict of interest and abstain from participating in discussion, debate, or voting on those topics.*” **Details and/or allowance of voting to meet quorum issues can be added to the P&P Manual at a later time, if needed.**
  - e) **Article III**, BOD discussed and agreed to change wording to “*...such deposits must be with a financial institution of high credit quality.*” **Details as described in comment (jlm4) could be added to P&P manual at a later time, if needed.**
- 3) Discussed 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. John Sapp still needs to update Draft P&P Manual on correct amount.**

**NEW BUSINESS:**

None.

**NOA (Not On Agenda):**

None.

**TABLED** (to be discussed at a later date, not addressed at the 12/11/19 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: Phil

ADJOURN AT 8:45am