

Policy & Procedure Committee Minutes

Date: Monday, July 31, 2023

Time: 1:00 pm

Members: Jessica Epley, Micah Brown, Melanie Lewis, and Alba Vogland,

Non-Voting Members: Josh Thomas and Kitty O'Keefe

Guest: Lynda Holloway – WA Dig Law Safety Committee

1. Announcements and Introductions
 - a. Announcements and Guest sign-in
 - b. Meeting Minutes from 04.05.23 approved with one edit. Kitty to post on website.
 - c. Comments from the Chair – Jessica welcomed members at 1:00pm
2. Old Business
3. New Business
 - a. Issue Summary 23-06-0025 – Clarifying language on quorum and majority for OUNC Board and committee.

Committee Action: (See attachment 1)

Jessica asked Josh to provide a recap of his summary brief. He shared the purpose of this issue summary is to clarify what constitutes a quorum and how many votes are required. Brief goes over what is in our Bylaws, Policy & Procedures Manual and Statue. Concern from some members there is conflict which Josh did not find. But he feels clarification in both Bylaws and P&P Manual is needed and stays consistent with OUNCs statue.

Jessica shared that Article II, section 2 is speaking to board meetings and shared how she sees new language. This would be consistent with the Bylaws.

Motion was made by Alba to strike 'but no less than two' after members, in Section 1.4 of P&P Manual. 2nd by Micah. Motion passed.

Committee Recommendation to be presented at next board meeting.

Jessica asked Josh to edit his brief for language change.

Committee Action: Jessica shared with members OUNC Bylaws, Article 2, Section 2.

Discussion followed with language change.

Motion by Alba to recommend to the board language change to OUNC Bylaws Article II, section 2 – A quorum shall be defined as no less than 7 members (ORS 757.547)(3)

A simple majority vote of board members present at any meeting is sufficient to elect officers, pass any resolution or conduct OUNC business.

2nd by Micah. Motion passed.

Committee Recommendation to be presented at next board meeting.

4. For the Good of the Order –

"Josh reiterated that the proposed P&P change will require more regular and dependable attendance by committee members at committee meetings. He suggested that this be made clear to all members at the next board meeting and that staff will reinforce this message when members sign up for a committee to ensure quorum can be met and business can be conducted on an ongoing basis."

5. Next Meeting: tbd

Meeting adjourned at 1:19pm. Minutes submitted by Kitty O'Keefe on Aug. 1, 2023



ISSUE SUMMARY

#23-06-0025a

SUBJECT: Clarification of Quorum and Majority
DATE: June 6, 2023 – REVISED August 2, 2023
PREPARED BY: Josh Thomas, Executive Director

The purpose of this issue summary is to clarify what constitutes a quorum and how many votes are required to approve business coming before the board of the Oregon Utility Notification Center (OUNC). This report was requested by board members at the May Board Meeting.

Quorum

A quorum is the minimum number of members that must be present at a meeting to make the proceedings of that meeting valid. Having a quorum is necessary to conduct a vote of the board. Having a quorum should not be confused with the required majority for passage of committee or board business.

Board meetings: a quorum is defined in Oregon Revised Statutes 757.547 (3) as well as our Bylaws, Article II, section 2 as seven voting members present. Members can be either in person or participating remotely to qualify.

Committee meetings: a quorum is defined in the OUNC Policy and Procedures manual, Section 1.4 as “a simple majority of voting members, but not less than two.” For a committee with five voting members, for example, the quorum would be three.

Simple Majority

A simple majority means the highest number of votes for an item or candidate that exceeds the second highest number. Put simply, it requires just one more vote in favor or opposition than a tie. For example, if there are seven voting members present with four voting for and three voting against, the item passes.

According to the OUNC Bylaws, Article II, section 2, “... a simple majority vote of board members present at any meeting is sufficient to elect officers, pass any resolution, or conduct OUNC business.” The only identified exception to this is when making amendments to the Bylaws.

Qualified Majority (aka supermajority)

A "qualified majority" (also known as a "supermajority") is a number of votes above a specified percentage (e.g. two-thirds).

Per the OUNC Bylaws, Article V, “A two thirds (2/3) affirmative vote of the currently filled seats of the Board of Directors is required in order to adopt new bylaws or amend or repeal existing bylaws.” With 17 of our 21 board seats filled, we would require 12 affirmative votes to amend the Bylaws.

Recommendation

The board determined that it would be beneficial to improve clarity and consistency for these definitions and referred the matter back to the Policy and Procedures Committee.

The Policy and Procedures Committee met on July 31, 2023 and recommended the board approve the following changes:

- 1) Remove “, but not less than two” from OUNC Policy and Procedures Manual, section 1.4. This will change the quorum for passage of committee business from a minimum of two members to the simple majority of voting members for a respective committee. For example, if there are five voting members, quorum is three, and if there are six, quorum is four, etc.

NOTE: Once quorum is met, passage of committee business can still be approved by a simple majority of those in attendance.

- 2) Change OUNC Bylaws Article II, section 2 to say: “A quorum shall be defined as no less than 7 members, per ORS 757.547 (3). A simple majority vote of board members present at any meeting is sufficient to elect officers, pass any resolution or conduct OUNC business.”

NOTE: Because this amends the OUNC Bylaws, it will require a two thirds (2/3) affirmative vote as required by Article V of the OUNC Bylaws.

References:

- Oregon Revised Statutes 757.547 (3) - A minimum of seven of the members of the board constitutes a quorum for the transaction of business.
- OUNC Bylaws Article II, section 2 - Providing there is a quorum (7 members) present, a simple majority vote of board members present at any meeting is sufficient to elect officers, pass any resolution, or conduct OUNC business.
- OUNC Bylaws, Article V - A two thirds (2/3) affirmative vote of the currently filled seats of the Board of Directors is required in order to adopt new bylaws or amend or repeal existing bylaws.
- OUNC Policy and Procedures Manual, section 1.4 – [For committees] A quorum is defined as a simple majority of voting members, but not less than two.