Policy & Procedure Committee Minutes
Date: Thursday, September 7, 2023
Time: 2:30 pm

Members: Jessica Epley, Micah Brown, Melanie Lewis, and Alba Vogland
Non-Voting Members: Josh Thomas and Kitty O'Keefe
Guests: none

1. Announcements and Introductions
    a. Announcements and Guest sign-in
    b. Motion by Micah to approve the minutes from 07.31.23 and 2nd by Alba. Kitty to post on website.
    c. Comments from the Chair – Jessica welcomed members at 2:31 p.m.
2. Old Business

3. New Business

    a) Amend section 3.8.1 of the Policy and Procedures Manual (See attachment for reference to discussion)

    The Budget and Audit Committee approved a recommendation to amend 3.8.1:

    - *3.8.1 - Oregon Utility Notification Center will contract for an independent review or audit to be performed by a Certified Public Accountant (CPA) at the conclusion of every three (3) years but should not exceed five (5) years.*

      PROPOSED ACTION: Present issue summary, request direct board approval

    Committee Action:
    Jessica asked Josh to provide a recap. He commented this was recommended from the Budget and Audit Committee to go to this committee. Provides additional rigor of review while maintaining flexibility by adding the two words: "or audit"
    Jessica shared this is an immaterial language change; and the board can act the same day it's presented.

    b) Updates, discussion on other pending policy proposals:
    i. Discuss adding a new section 1.1.1 to the Policy and Procedures Manual (see slide 3 for reference to discussion)
    - Out of State Board Representation - *proposed language: According to the Oregon Governor's Executive Appointments Office, it is the strong preference of the Governor's office that OUNC board members are Oregon residents. However, because OUNC statutes do not expressly include a residency requirement, applicants will be considered if there are contextual reasons to have someone from another state serve. This could include, but is not limited to:*
      - *One who works in Oregon but lives in a bordering state.*
      - *One whose employment territory/scope of authority includes Oregon.*
      - *One whose familiarity with Oregon and experience/expertise warrants consideration and an exception to residency.*
      - *One who recently switched jobs or residency but has previously been serving on the board, for continuity of service and knowledge base.*

      All review, appointments and confirmation are conducted by the Governor's Executive Appointments Office, outside the purview of the Oregon Utility Notification Center.

    Committee Action:
    Jessica feels a motion for this is needed. Motion by Alba to approve creation of 1.1.1 to P&P manual as discussed today. 2nd by Micah. Motion passes.

Josh will provide an issue summary for the board and will share at the 9.21.23 meeting.

ii. Disposition of OUNC property (see slide 7 for reference to discussion)
   - OUNC inventoried property – taking to board for consideration, Josh to provide issue summary.

iii. Paid time off
   - Accrued time off at the conclusion of employment – taking to board for consideration, Josh to provide issue summary.

iv. Referral of business from other committees and/or Board Chairperson, Executive Director.
   - Initiation of committee business not requiring board referral (amending 1.4) – taking to board for consideration, Josh to provide issue summary.

Committee Action:
Jessica suggests that referring business between committees may also be handled/approved by the Executive Committee.
Josh provided a reminder that the Concept Submission Form is available to introduce other topics and ideas for consideration.

4. For the Good of the Order –
   Micah asked how evaluation process is going for the selection of applicants being considered as prospective board members. Does OUNC make the final decision? No, Josh explained. The Office of Executive Appointments makes the final decision.

5. Next Meeting: tbd

Meeting adjourned at 2.46pm. Minutes submitted by Kitty O'Keefe on Sept. 8, 2023

Financial Audit/Financial Review Policy

Current language:

3.8.1 Oregon Utility Notification Center will contract for an independent review to be performed by a Certified Public Accountant (CPA) at the conclusion of every three (3) years but should not exceed five (5) years.

- Our last financial audit was in November 2022 – clean bill of health
- We are required to have the next review/audit by 2027
- Previous policy only required a less rigorous financial review every 3-5 years; Budget and Audit Committee approved this change
- Review ongoing by treasurer, ED and accountant (option for special prompt at any time)

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Proposed: Add the words "or audit" to 3.8.1 to allow for flexibility and prioritization of resources. (Likely to contract for financial reviews every 2 years and audits every 4 years.)

Out of State Board Representation

There are occasionally instances when the board may benefit from the knowledge, skills, abilities and leadership of members who are not Oregon residents. OUNC does not currently have a policy on the books to address this issue.

- We currently have two applicants who this would apply to, both living across the border in Washington but representing and working in Oregon.
- While the Governor's Office prefers representation by Oregon residents, OUNC's statutes do not require it.
- The Governors Office of Executive Appointments supports special consideration for such candidates when warranted.

Out of State Board Representation

Proposed language:

According to the Oregon Governor's Executive Appointments Office, it is the strong preference of the Governor's office that Oregon Utility Notification Center board members are Oregon residents. However, because Oregon Utility Notification Center statutes do not expressly include a residency requirement, applicants will be considered if there are contextual reasons to have someone from another state serve.

Out of State Board Representation

This could include, but is not limited to:

- One who works in Oregon, but lives in a bordering state.
- One whose employment territory/scope of authority includes Oregon.
- One whose familiarity with Oregon and experience/expertise warrants consideration and an exception to residency.
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Out of State Board Representation

Proposed: Request that the board add section 1.1.1 to the Policy and Procedures Manual addressing the eligibility of current or prospective members who reside outside of Oregon (see draft language). Alternatively, refer to committee.

Other pending policy matters

1) **Disposition of property** – determining how to part with OUNC inventoried property (sale/auction, donation, disposal, etc.)
   - *Issue summary to be prepared for board to consider at next meeting*

2) **Paid Time Off** – determining how to handle accrued time off at the conclusion of employment (use or lose, pay out, partial, etc.)
   - *Issue summary to be prepared for board to consider at next meeting*

3) **Referral of business** – determining whether committees can directly refer items; consideration of business not requiring board referral
   - Issue summary to be prepared for board to consider at next meeting