

Equitable Contracting & Purchasing Commission

Bylaws and Rules

Article I.

The name of this Commission shall be the *Equitable Contracting & Purchasing Commission*, hereinafter referred to as the ECPC.

Definitions:

“*Stakeholder*” means “one with a vested interest who is a participant and collaborator in decision-making” and shall be used to describe those who serve on the ECPC, as well as the members of the City Council.

“*Ally*” means “a person, group, or organization that is associated for some common cause or purpose; cooperator or passive supporter” and shall be used to describe those who have an interest in the ECPC’s work, goals, and accomplishments but do not actively participate in the recommendation and implementation process of the ECPC.

Article II. Purpose

The object and purpose of the ECPC is to investigate and report on the City of Portland’s efforts on equitable contracting and purchasing and to incorporate socially equitable programs, policies, and procedures through an advisory role to City Council.

The ECPC shall advise the City Council on which efforts are most directly related to increasing minorities and women on City contracting, increasing minorities and women in the workforce on City projects, and demonstrating effective outcomes beneficial to minorities and to women.

In assessing various reports, data, and community feedback, the ECPC shall collaborate with the City to identify opportunities for improvement or changes needed to implement policies, procedures, and regulations that enhance equitable workforce and businesses.

To accomplish this goal, the ECPC shall present to City Council on a regular basis (at least three times per annual term) and shall make recommendations based on findings and reports.

Article III. Duties and Responsibilities

The ECPC shall be granted the following duties, tasks and responsibilities as pertained from Ordinance 187030:

1. Review City wide reports and data, including those produced by agencies and collected by the Chief Procurement Officer regarding contracting practices, and minorities and

women in the workforce of contractors awarded a contract to perform work on City-funded projects.

2. Review minorities and women-business contracts with the City to ascertain if businesses are independently owned and controlled in both substance and form by minorities or women owners.
3. Seek guidance from various Allies including, but not limited to, public interest groups, individuals, organizations, and other members of the public.
4. Monitor utilization data of minorities and women-owned businesses in City contracting and in the workforce on City projects for the purpose of identifying trends.
5. Recommend to the Council appropriate actions and advise the Council on which City efforts are creating effective outcomes.
6. Identify opportunities for collaboration with other relevant entities in efforts to broaden project opportunities across the region.
7. Conduct Ally engagement to notify Allies on the Commission's activities, opportunities for participation, and the methods and schedule for such participation.
8. Create recommendations that address existing barriers to minority and women-owned businesses participation in City contracting including policies, procedures, and regulations that would help implement or change program standard.
9. Submit periodic reports at least annually on utilization to the Council, including data.
10. Host a minorities and women-owned business summit designed to solicit direct community feedback and reporting about the effectiveness of the City's policies, processes and programs to increase participation and workforce in City contracting and funded projects.
11. Create a status report of Commission work to the Fair Contracting Forum on a regular basis, presented by the Chair.

Article IV. Members

Section 1. Membership and Composition

The ECPC shall be made up of nine (9) individuals who are either minorities or women contractors or stakeholders with experience in diversity contracting.

Members of the ECPC shall be nominated by the Mayor and appointed by the Council so as to provide representation from a reasonably broad spectrum of the community, including factors such as areas of expertise, advocacy experience, profession, race, ethnicity, gender, gender identity, disability, national origin, age, and geographic identification.

The ECPC is committed to maintaining a balance among the composition of the Commission based on diverse and different characteristics of its members. The ECPC believes that

maintaining a balance in profession, race, gender, and other backgrounds is essential to achieving equitable results.

Section 2. Appointments

Members of the ECPC were appointed by the Council. Each Commissioner will serve, without compensation, for a term of two (2) years. The Commissioners shall be made up of minorities and women contractors, and stakeholders with experience in diversity contracting. At the expiration of a Commissioner's term, he or she may be re-appointed with approval from the Council. However, no member may serve on the Commission for more than six (6) consecutive years.

Section 3. Vacancies

Should a vacancy occur before the expiration of a member's term, the ECPC shall notify the Mayor of the vacancy in writing and submit a recommendation for a successor in accordance with the following criteria:

- (a) Either be a minority or woman contractor or
- (b) Person with experience in diversity contracting

In compliance with Ordinance 187030, vacancies shall be filled by the Council, and the Council may appoint members to the ECPC as necessary. When a vacancy occurs, an open submission process will take place to gather suggestions and recommendations on people who may be qualified for a seat on the ECPC. The Council may then receive those submissions and make a decision to fill a vacancy.

Section 4. Meeting Attendance

- (a) Each member, or a designate representative, shall attend all meetings of the ECPC
- (b) Attendance shall include physical presence or participation by conference call, internet, web or by use other technology including teleconference
- (c) A member who has a "reasonable excuse" not to attend a regularly scheduled meeting shall provide an explanation of the absence to the Chair prior to the meeting
 1. Member shall give notice at least within 48 hours of meeting, unless prior notice was not possible
 2. If prior notice is not possible (i.e. emergency situation), attendance will be excused
 3. Proxies may be allowed to give missing member information, but may not vote
- (d) "Reasonable excuse" shall be defined as an absence due to one or more of following:

1. Illness
2. Family leave
3. Emergency

A reasonable excuse does not count towards absences from meetings that would otherwise add towards dismissal.

- (e) No member may miss more than three (3) consecutive meetings or miss four (4) meetings total in a term year. If a member does so, the member will be automatically dismissed from the ECPC and a vacancy will open.

Section 5. Compensation

Members of the ECPC shall serve without compensation. Members may not be advanced or reimbursed for expenses incurred in the execution of official ECPC duties.

Article V. Meetings

Section 1. General meetings

Commission meetings shall be held monthly and open to the public. Regular meetings shall be held at a time and place determined by ECPC.

Section 2. Notice

The schedule and agenda of the ECPC meetings shall state the place, day, and hour and shall be posted on the Internet for the public and delivered via email to members.

The schedule of meetings shall be discussed before the end of each present meeting.

Section 3. Agenda

The Chair, in consultation with ECPC members, shall determine the agenda. The agenda for each meeting shall set forth the order of business.

Section 4. Voting Procedures

If an issue, decision, or action is debatable, it shall be taken to a vote by a show of hands. The responsibility of announcing the votes rests upon the Chair. When the vote has been taken so the Chair has no doubt as to the result, the Chair will announce the result of the vote.

A majority vote is sufficient for the adoption of any motion that is in order.

Section 4. Subgroups

Subgroups may be formed by a majority of Commissioners to accomplish specific tasks or work outside of regularly scheduled meetings of the full ECPC.

As designated by the ECPC, Subgroups of no more than four (4) members shall be allowed to be formed in order to conduct duties in support of the ECPC as a whole (i.e. creation of bylaws, report finalization and presentation, brainstorming)

No decisions of action shall be made by Subgroups. Subgroups must report back to the ECPC to finalize future action. Subgroup meetings shall be initially approved by the ECPC and members may volunteer to be on Subgroups.

When asked, Subgroups must report to the full ECPC and Subgroup members may not speak on behalf of the ECPC without express permission of the ECPC.

Section 5. Quorum

In accordance with public meetings law, no more than four (4) Commissioners may convene to discuss matters relevant to the work of the ECPC. To have more than four (4) members would constitute a quorum. Five (5) voting members, constitutes a quorum.

If a quorum of a public body gets together and deliberates on official business, regardless of the setting, there is a violation of the public meetings law if the required notice was not provided. If the gathering is less than a quorum of the body, there is no public meeting.

Purely social gatherings of a public body do not create a public meeting unless there is quorum and it decides to discuss matters relevant to its work. It is best not to discuss business at all during a social gathering. If a quorum is present, even if the sole purpose of the meeting is to gather information to serve as the basis of future decisions or recommendation, then it is a public meeting.

In addition, electronic communication among a quorum of the public body could constitute a public meeting, especially if the communications are sent within a short time frame.

Accordingly, in compliance with public meetings laws, no more than four (4) Commissioners may make decisions or discuss official ECPC business and affairs without public meeting notice.

Section 7. Staff

The ECPC shall be provided with staff and meeting facilities to conduct ECPC business. The Mayor shall designate a City employee to Chair the ECPC.

Section 8. Public Testimony

The ECPC meetings that are open to the public shall permit a time for public commentary and testimony on the topics that are the subject of the meeting. The opening of meetings of the ECPC is not intended to allow for disruptions in proceedings or interruptions of the work of the ECPC.

Accordingly, Commissioners shall have the authority to impose appropriate time, manner, and place limits on public testimony consistent with the speaker's free-speech rights while maintaining the civility and productivity of proceedings. Commissioners shall have the authority to exclude individuals for disruptions that interfere with the ability of other speakers to access the Commission and express their point of view, or that otherwise interfere with the work of the Commission.

Article VI. Disclosure Policies

The ECPC is committed to creating a high level of openness between governmental entities and the public. In order to strengthen public confidence in the operations and produced results of the ECPC, the Commissioners will promote an atmosphere of openness. Unless there are compelling reasons to the contrary, the ECPC will provide all interested parties with information that is relevant to the actions and decision-making of the ECPC.

Section 1. Transparency

The ECPC is committed to conducting its business in an open, safe, and transparent manner. The ECPC will open its meetings to the public, and will be as open and transparent as possible in order to accomplish the tasks that stand before it.

The ECPC's agenda and meeting minutes must be available for review by the public as soon as possible. All votes of Commissioners will be recorded and reflected in the minutes. When practicable, the ECPC will release its minutes immediately following its scheduled meeting.

Section 2. Endorsements

Commissioners may not make endorsements, or otherwise advocate, on behalf of non-profits, other groups, or individuals that would be considered Allies while acting within their role as a Commissioner on the ECPC. Commissioners may affiliate with other organizations that share similar purposes or that seek to support the efforts of the ECPC. However, no other organization may represent the views of the ECPC on any issue without prior authorization of the ECPC

granted at a regular or special meeting. Furthermore, an individual Commissioner may not endorse an organization in connection with his or her position on ECPC.

Commissioners acting within their individual or business capacities may endorse, advocate for, or otherwise support Allied groups at their own discretion. Additionally, any Commissioner may support or advocate for a position shared by an Ally and may discuss partnering opportunities with Allied groups during an open meeting of the ECPC.

Finally, the ECPC may authorize a Commissioner or staff person to act as liaison with other private or public organizations for the purpose of conducting public outreach. The liaison can explain the purpose and activities of the ECPC, but cannot commit the ECPC to any action without first receiving authorization from the ECPC at a regular or special meeting.

These limitations are intended to prevent the directing of opportunities to specific Allies. They do not restrict or limit the Commissioners' ability to fulfill their official duties to identify, advise, report, and make recommendations to the City Council on best practices, effective outcomes, and other matters set forth in Sections II and III of these Bylaws pertaining to the Commission's Purpose, Duties and Responsibilities.

Article VII. Conflict of Interest and Self-Dealing

The purpose of this Conflict of Interest policy is to protect the ECPC's interest when it is contemplating entering into an action or decision that may benefit the private interests of any Commissioner, or which might result in a possible excess of benefits.

Section 1. Definitions

"Self-dealing" shall include any effort to use the Commissioner's position to influence a City purchasing or contracting decision or to direct a City contracting opportunity or purchase in favor of a business or entity in which the Commissioner has any financial interest.

"Conflicts of Interest" shall include any decision or action by the Commission that may have a financial benefit to any business or entity in which the Commissioner or a family member of the Commissioner has any financial interest.

"Family member" shall include a spouse; domestic partner; mother; father; sister; brother; biological, adopted, foster, or step child; legal ward; grandparent; grandchild; first cousin; aunt; uncle; niece; nephew; mother-in-law; father-in-law; sister-in-law; brother-in-law; daughter-in-law; son-in-law; grandparent-in-law; grandchild-in-law or corresponding step-relatives; or corresponding relatives of the Commissioner's spouse or partner.

Section 2. Requirements

Commissioners shall not engage in any acts of self-dealing and shall avoid all conflicts of interest while serving on the Commission.

In the case of any potential conflict of interest, the Commissioner shall identify the conflict and the remaining Commissioners shall, upon majority vote, determine whether the Commissioner must recuse him or herself from the particular decision or action.

Section 3. Violations

In the event that allegations of self-dealing or a failure to notify the Commission of a conflict of interest arise, the person or persons alleging self-dealing or a failure to notify the Commission of a conflict of interest shall present the allegations to the Commission either in writing signed under oath, or in-person at a regular meeting of the Commission.

The Commissioner that is the subject of the allegations shall have an opportunity to respond to those allegations at a meeting of the Commission. At that meeting, the Commission shall by majority vote decide whether self-dealing has occurred, and/or whether the Commissioner has failed to notify the Commission of a conflict of interest with the intent of benefitting the Commissioner or the Commissioner's family member.

If the Commission determines that the Commissioner has engaged in self-dealing or has failed to notify the Commission of a conflict of interest with the intent of benefitting the Commissioner or Commissioner's family member, the Commissioner in question shall be expelled from the Commission.

Article VIII. Revisions to the Bylaws

Revisions to the Bylaws may be allowed when determined to be necessary by the entire ECPC. Changes to the Bylaws must be applicable in terms of the purpose of the ECPC and can be revised and changed by a majority vote. The Bylaws shall be reviewed and open to revision at least once a year. Unless major changes need to be made immediately, the Bylaws will be reviewed no more than once a year.