

## Bylaws: Portland Utility Board

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### I. Purpose

- (a) The purpose of the Board is to advise the City Council, on behalf of and for the benefit of the citizens of Portland, on strategic and resiliency planning, financial planning (capital improvements, annual budget development and rate setting), and service delivery performance for the City's water, sewer, stormwater, and watershed services.
- (b) As requested, the Board will advise City Council on utility policies or issues and on the establishment of fair and equitable rates, consistent with balancing the goals of customer needs, legal mandates, existing public policies, such as protecting water quality and improving watershed health, operational requirements, and the long-term financial stability and viability of the utilities.
- (c) Other responsibilities as described in City Code 3.123 or at the request of City Council.

### II. Definitions

As used in the Board Bylaws, unless the context requires otherwise:

- (a) "Co-Chairs" means the Chairs of the Board
- (a) "City" means the City of Portland, Oregon
- (b) "Council" means the Portland City Council
- (c) "Board" means the Portland Utility Board, as established by Portland City Code Chapter 3.123.
- (d) "Member" means a voting Member of the Board.
- (e) "Ex-Officio Member" means an employee of a utility bureau of the City assigned as a nonvoting member of the Board.
- (f) "Staff" means the personnel assigned to assist the Board by the City Budget Office.

### III. Membership

- (a) The Board shall have ~~nine-eleven~~ permanent Members.
- (b) Members shall be appointed by the Mayor in consultation with the Commissioner(s)-in-Charge of the bureaus, and confirmed by the Council. Any Council member may submit nominations to the Commissioner(s)-in-Charge. In consultation with the Commissioner(s)-in-Charge, the Mayor shall appoint the Co-Chairs of the Board.
- (c) ~~Five-Six~~ Members shall constitute a quorum of the Board.
- (d) Members shall serve without compensation, except they may receive from their employer their regular salary during time spent on Board matters.
- (e) No individual with any direct financial interest in either city utility, other than as a rate-paying customer or an employee of the utility bureaus, may serve on the Board. Financial interests includes anything of monetary value, including but not limited to, interests in real, personal, or intellectual property.
- (f) Members will serve for a term of 3 years. The term of each Member shall run from the date of the City Council's confirmation of the Member's appointment to the end of the fiscal year cycle, or other date as the Council may establish.
- (g) The Board may make recommendations to the Mayor regarding the reappointment of existing Members for a second and final consecutive term. Members wishing to be reappointed will be required to reapply. Notwithstanding the limitations of this Section, a Member may continue to serve in an extended second term until a replacement is appointed.
- (h) If any Member of the Board is absent for more than three regularly scheduled meetings of the Board during any 12 month period, without having notified the Co-Chairs or Portland Utility Board staff in advance of such absence, such Member shall be deemed to have resigned from the Board. The Member's position shall thereafter be vacant and subject to appointment by the Mayor.
- (i) To ensure staggered membership turnover, three of the initial Board appointments will be for a term of one year, three of the initial Board appointments will be for a term of two years, and three of the initial Board appointments will be for a term of three years. Subsequently to the initial Board appointments, all Board appointments will be for three year terms.

The Mayor shall appoint three ex-officio, non-voting members ~~each year~~ to assist in the Board's budget process. The term of ex officio members shall be for one year. end when the bureaus' proposed budget is approved by City Council. Ex officio members may be re-appointed up to three times.

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## IV. Organization

### (a) Voting

1. All official actions shall be taken by a vote of a quorum of Members taken at a publicly-noticed meeting. The vote of each Member shall be recorded.
2. Board action shall require at least five affirmative votes to pass.
3. Members shall disclose any real or perceived conflict of interest prior to voting.

### (b) Committees

1. The Board may at any time establish committees of at least three Members to address specific issues related to the Board's purpose.
2. Committees will be created and discontinued as needed by the affirmative vote by the Board.
3. All Members and Ex-Officio Members are eligible to participate in committees, subject to the affirmative majority vote of the Board. There is no limit to the number of Board members that can participate in a committee.
4. The Board may designate more specific roles and responsibilities for any standing committee in the Board bylaws.
5. Committees shall meet as frequently as needed. Notice of committee meetings shall meet public meetings requirements. Public testimony may be received at committee meetings. All notes, reports, and public testimony of committee meetings will be shared with the full Board.
6. When the bureaus form other advisory groups on utility matters such as facility or project specific concerns, the Board and its staff will exchange information with these other advisory groups to coordinate policy advice to the Council and the bureaus.

### (c) Chairs/Co-Chairs

1. The Board shall have two Co-Chairs. The Board shall recommend to the Mayor the appointment of the co-chairs by a vote of a quorum of Members taken at the first meeting of the fiscal year.
2. The Co-Chairs shall serve two-year terms. For the initial pair of co-chairs, one co-chair shall be appointed for a two-year term, the other co-chair shall be appointed for a one-year term.

3. In the case of a vacancy of a Co-Chair, the Board can vote to recommend to the Mayor the appointment of a Member to fill the remainder of Co-Chair's term
4. The Board may vote to recommend to the Mayor removal and a new appointment of the Co-Chair.

## V. Meetings

- (a) The Board shall meet at least once monthly on a regular date established by the Board. Additional Board meetings may also be scheduled during annual budget and rate review periods as determined by the Co-Chairs.
- (b) The Co-Chairs, with assistance from Staff, will develop meeting agendas and circulate to the Board for feedback at least one week prior to the Board meeting. Agenda items may be added by Members and Ex-Officio Members, the utility bureaus, and the Commissioner(s)-in-Charge.
- (c) At the first regularly scheduled meeting of the Board each fiscal year, Members will adopt by vote a set of rules and procedures for conducting the business of the Board, specifically when the Board takes action such as: approval of meeting minutes, discussion of motions, or acceptance of recommendations from outside parties.
- (d) Notices of regular and special Board meetings shall contain the date, time, place and agenda of the meeting. Meeting notices shall be sent via email to Members and Ex-Officio Members and interested parties, and posted to the Portland Utility Board website at least seven days prior to the meeting.
- (e) Staff shall give at least twenty-four hours' notice to Members and Ex-Officio Members, news organizations which have requested notice, and the general public before a special meeting of the Board.
- (f) The Board shall keep an up-to-date calendar of expected meetings on the Portland Utility Board website.
- (g) Staff shall write minutes summarizing the actions taken at all Board meetings. Meeting minutes shall include the following information, at a minimum:
  1. The names of all Members and Ex-Officio Members that are present.
  2. Any motions, proposals, and measures proposed, and the disposition of each.
  3. The results of all votes and the vote of each Member by name.
  4. The substance of any discussion on any matter, and a reference to any documents discussed at the meeting.
  5. Any verbatim remarks, if requested by any Member.
- (h) Public testimony.

1. Public testimony will be taken at the end of each board meeting and solicited prior to any vote.
2. Members of the public may sign-up in advance of the meeting by contacting staff; sign-up sheets will also be available at the meeting.
3. The public may submit testimony by sending written testimony to staff by mail or email.
4. A minimum of 15 minutes per meeting and up to three minutes per person will be set aside for public testimony each meeting. Co-chairs may allow for longer periods of public testimony by setting aside time in the agenda.

## **VI. Opinions and Communications**

- (a) The Co-Chairs shall represent the Board before the Council and serve as the primary liaison between the Board and the Council, City bureaus, and the media. The Board may also designate other Members to represent the Board on specific issues.
- (b) In serving in their representational capacity on behalf of the Board, Co-chairs shall limit the offering of comments to issues already voted upon by the Board.
- (c) Members are not restricted from expressing his or her personal views on any subject in any forum.

## **VII. Annual Report and Work Sessions**

- (a) Annually, the Board shall prepare and submit to the Council a report summarizing the work performed by the Board during the previous year. The Board shall submit the annual report between July 1<sup>st</sup> and September 30<sup>th</sup> of each year. The annual report shall address at least the following topics: a summary of issues reviewed and analyzed; a list of briefings and reports received from staff, outside experts and other informed parties; a summary of recommendations forwarded to the Council; and a summary of Council action corresponding to the Board's recommendations.
- (b) The Board's report will be presented to the Council in a work session. In addition, the Board will present a work plan outline for the next year and seek input from the Council on potential next steps.
- (c) The Board may seek input from the Council after submitting the annual report.

## **VIII. Non-discrimination**

- (a) The Board will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

## **IX. Amendment of Bylaws**

(a) All amendments to these bylaws must be proposed in writing and announced in the published agenda of a Board meeting.

(b) Adoption and amendment of these bylaws require affirmative votes of two-thirds of the Members (~~six~~seven Members).

(c) Date Adopted: January 19, 2016

Date Amended: XXX