

Portland Utility Board

September 19, 2019, 11:00am -1:00pm
Portland City Hall, 1221 SW 4th Avenue, Pettygrove Room

Attendees:

PUB Members: Ana Brophy, ex-officio
Brian Laurent, ex-officio
Dory Robinson, co-chair
Heidi Bullock, co-chair
Karen Y. Spencer
Mia Sabanovic
Robert Martineau
Sara Petrocine, ex-officio
Ted Labbe (arrived a few minutes late)

Absent:
Gabriela Saldaña-López
Kaliska Day
Karen Williams*
Micah Meskel*

*Notice of absence provided prior to meeting

Staff: Amy Archer-Masters (PUB Analyst, City Budget Office)
Eliza Lindsay (PUB Coordinator, City Budget Office)

Public: Carol Cushman, League of Women Voters

Synopsis, Action items, Decisions

In these notes the acronym, PUB, stands for the Portland Utility Board; BES for the Bureau of Environmental Services, and PWB for the Portland Water Bureau.

The subcommittee continued the discussion of the PUB bylaws, picking up with *III. Membership* and getting through *IV. Organization (b) Committees 1-6*. There was general agreement that PUB was interested in giving input into the ex-officio appointment **and** re-appointment process but did not want to be involved in a full interview process. No formal votes or straw polls were taken.

ACTION ITEM PUB Staff to note in bold, bright font in emailed meeting notice when location is not the 1900 building.

ACTION ITEM PUB staff to create visual to describe hierarchy and relationships between code, bylaws, ordinances, and other documents.

ACTION ITEM Once new City website is rolled out, PUB staff to add a brief description/explanation for the links to PUB code, bylaw, ordinance, etc.

ACTION ITEM PUB staff to create new placards that include whether the person is a voting, non-voting/ex-officio member, or staff to increase transparency.

I. Call to Order

The co-chair called the meeting to order at approximately 11:00am.

II. Public Comment

There was a request to boldly highlight any change in meeting location.

III. Disclosure of Communications

Brian had a couple of ad hoc conversations with BES staff regarding administrative review committees and Portland Harbor outreach.

IV. Brief overview of how the code, bylaws, and other documents fit together.

Founding Ordinance - PUB was formed by Council. The founding ordinance is the authorizing document for the PUB. It documents the intent of Council. The intent is not prescriptive but should be consulted when considering changes. The ordinance, itself, can't be changed. You can pass another ordinance which adds to or amends the original ordinance. This has been done with PUB. The original founding ordinance at the top says "As Amended" because another later ordinance amended it. At the top of that later ordinance it says what changes it made to the founding ordinance.

Code – City code is the law that guides PUB's work and takes precedence. Code is changed by City Council. The Code notes when a later ordinance amends it, e.g., in the current code it says "Note (Chapter replaced by Ordinance....)".

Bylaws - The bylaws are an additional document and provides a little more detail on how PUB operates. The bylaws are changed by processes internal to the PUB.

Procedural documents - There can be other procedural documents for the board which lie outside the bylaws.

Interplay between code, bylaws, and additional procedural documents – Code should strike a balance between being broad and restrictive. Code is harder to change than bylaws and bylaws are harder to change than external procedural documents. So, where more flexibility is needed something might belong in the bylaws or, if even greater flexibility is needed, it might belong in a procedures document.

Bylaws are a very high-level explanation of your basic operations. They should be simple enough that both you and the interested public can understand them and quickly find information. Things like living documents, group agreements, detailed procedures for common tasks, typically belong outside bylaws. For example, your bylaws might give the basics for voting and your outside procedural document might describe additional details.

For transparency, all these documents, including the procedural documents, should be on your website.

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ACTION ITEM Once new City website is rolled out, PUB staff to add a brief description/explanation to the links to PUB code, bylaw, ordinance, etc.

V. Continuation of Bylaws walk through

Section III. Membership

Ex-officio selection process

The intent of “consider the impact of turnover” in *III. Membership (k)* was discussed. It was suggested that this is about balancing the impact to the bureau of having staff assigned to the PUB with the impact to PUB of having ex-officios on the board long enough to build relationships and understand the direction of PUB.

There was a lengthy discussion of the current process for ex-officio selection which is nomination through an internal bureau process with ultimate appointment by City Council. There was general agreement that the PUB would like to be more involved in in the process of appointment and re-appointment of ex-officios and discussion of what that might look like:

- There was discussion of PUB being involved in running an interview process for nominated ex-officios or comprehensively reviewing the list of bureau recommendations. There was concern that this could be very time consuming.
- There seemed to be agreement that developing a list of skills and values PUB is looking for in ex-officios and sharing this list with the Directors and bureau staff to use in recruiting ex-officios would be good. This list would go to bureau Directors in the January-February timeframe.
 - This could happen alongside the recruitment process for voting members and could change on an annual basis to reflect annual workplan, i.e., anticipated workplan topics might suggest what skills and experiences the PUB would need for that year.
 - There was a brief discussion of whether this would go in the bylaws or in a document outside the bylaws. There was general agreement that the list could live outside the bylaws. If desired, the bylaws might make reference to it and be amended to talk about *both* appointment and reappointment. Whether the bylaws included reference or not the bureaus would likely be responsive to input from the PUB on skills and values to look for in ex-officios, so the bylaws don’t need to be amended by 2020 recruitment.

Labor representation

It was noted that code indicates there should be a labor representative amongst ex-officios to bring knowledge of impact to workers to the table. This is distinct from the PUB voting member seat for represented staff. (See Code 3.123.040)

It was noted that the reason a labor representative is in the code is because the PUB replaced the bureaus’ Budget Advisory Committees (BACs) and labor representation is required on BACs.

Qualifications for board membership

It was noted that there is an oral history of desirable qualifications for PUB members. Would it be helpful to write this down? In the previous subcommittee meeting on bylaws there was a good conversation about how much does PUB wants to specify versus how much PUB wants to leave open in terms of skills, experiences, and qualifications PUB is looking for in PUB members. A PUB

member noted that in previous boards with little diversity and that were largely or entirely white, qualifications like expertise in equity and inclusion and lived experience may not have been valued.

PUB staff explained that compared to PUB, some boards are more and others are less prescriptive in their bylaws about board composition. It depends on the content the board deals with and whether there is a clear need for very specific representation.

Section IV. Organization (a)

Conflict of Interest - The bulk of the conversation centered around handling real and perceived conflicts of interest and how to handle disclosure in the meeting. There was general agreement around the importance of transparency in potential and/or perceived conflicts and building trust with the public. There was general agreement that current procedures were decent and that it is a topic worth revisiting for potential future improvements, e.g., should there be additional guidelines in the procedural document, should potential conflicts be acknowledged at the beginning when walking through the agenda as well as at the time of vote, etc.

It was noted that the disclosure of communications at the beginning of the meeting can feel repetitive but it is a good reminder to PUB members that they might have real or perceived conflicts of interest and it also helps instill trust in the public.

There was conversation about how disclosures of communication and conflicts of interest work for ex-officios who don't vote. It was noted that disclosure is especially important for voting members and that disclosures, even for non-voting members, are important because ex-officios contributions can influence the discussion. Disclosure increases transparency and trust. It was also noted that, as staff, ex-officios have conversations all the time with other bureau staff. Disclosing all of this isn't possible or necessary. It was suggested that identifying who you are and your role on the PUB might address some of the issues. Placards with name and role were suggested as a way to do this.

ACTION ITEM PUB staff to create new placards that include whether the person is a voting or non-voting/ex-officio member or staff to increase transparency.

IV. Organization (b)

Suggestion to replace 'purpose' with 'work' in IV. Organization (b) 2.

General discussion of subcommittees

It was noted that the bylaws language on subcommittees is typical of organizations that have standing subcommittees, often with decision-making authority. The PUB is doing something different. The PUB has as-needed (ad hoc) subcommittees that function as working groups. The PUB has also decided that subcommittees don't make decisions but rather take recommendations back to the full PUB for decision. It was agreed that the current method for subcommittees is working well. There was some discussion of potentially adding additional information in a board procedures document, e.g., what to do if the only three people to show up to a subcommittee meeting were ex-officios.

Suggestion to strike "in board bylaws" in IV. Organization (b) 4.

Discussion of IV. Organization (b) 6

There was discussion about the intent of this section. Was the 'will' meant to suggest that collaboration and exchange of information with other advisory boards is mandatory? Or, was it

meant to be more a request for the opportunity to collaborate and be included? Someone wondered if it might have been written in response to a specific situation.

There was general agreement that it did not fit in this section and that it should be reworded and moved to VI or to general procedures.

Miscellaneous

Board procedures document

The existing board procedures document was briefly discussed. It was noted that it contains a lot of detailed procedural information regarding running meetings. It is silent on many of the issues being discussed today and that would naturally fit in procedural documents outside of bylaws. There was general interest in developing a board procedures document.

Communications issues with previous board

PUB members mentioned feeling that in the past there may have been significant communication between co-chairs and bureau Directors and staff that the full PUB did not hear about.

A member of the public commented that in the past, minutes from subcommittee meetings did not always make it back to the full PUB. Present PUB members and PUB staff said if that happens, please speak up. It is a violation of both PUB's intent and the regulations governing PUB.

Horizontal, egalitarian structure for PUB

The co-chair Dory spoke to her desire to create a more horizontal, egalitarian structure for PUB with increased engagement and access to power across the board.

The meeting adjourned at ~12:45pm