

Members:

Susan Mandiberg, Chair
Philippe Knab
Haley Olson



Interim Executive Director:

Ken Sanchagrin

Oregon Public Defense Commission Governance Subcommittee Meeting

*Meeting will occur virtually
Monday, February 9, 2026
2:30pm – 4:00pm PST
Via Zoom**

Administrative Announcement

This is a public meeting, subject to the public meeting law and it will be recorded. Deliberation of issues will only be conducted by Commission members unless permitted by the Chair. Individuals who engage in disruptive behavior that impedes official business will be asked to stop being disruptive or leave the meeting. Additional measures may be taken to have disruptive individuals removed if their continued presence poses a safety risk to the other persons in the room or makes it impossible to continue the meeting.

AGENDA

Approx. Time	Item	Lead(s)
2:30-2:35	Welcome and Call to Order	Chair Mandiberg
2:35-4:00	Discussion: Updates to the Commission Bylaws	Chair Mandiberg
4:00	**Adjourn**	

**To join the Zoom meeting, click this link: <https://zoom.us/j/98577828622>. This meeting is accessible to persons with disabilities or with additional language service needs.*

Our Zoom virtual meeting platform is also equipped with Closed Captioning capabilities in various languages, which agency staff can assist you with setting up ahead of meetings.

Requests for interpreters for the hearing impaired, for other accommodations for persons with disabilities, or for additional interpreter services should be made to info@opdc.state.or.us. Please make requests as far in advance as possible, and at least 48 hours in advance of the meeting, to allow us to best meet your needs.

Listed times are an estimate, and the Chair may take agenda items out of order and/or adjust times for agenda items as needed.

Memo to Commission RE: New Bylaws

The OPDC Bylaws govern the way the Commission carries out our oversight responsibilities and our interactions with agency staff and members of the public. In addition to providing guidance to Commission Members, the Bylaws help guide the expectations of the public, the OPDC Agency, and the other government entities with which the Commission interacts.

OPDC began operation in January 2024, taking over from the former Public Defense Services Commission. It approved interim bylaws from the defunct Public Defense Services Commission (PDSC) on January 5 of that year. The Governance Subcommittee drafted new bylaws, which the Commission adopted in April, 2024. The OPDC has now been in operation for two years and has been part of the executive branch of state government for one year. The Governance Committee has been tasked with proposing new bylaws that draw on the experiences of the last two years and that reflect the current status of the Commission. Thus, the aims of the bylaws are to:

- reflect and incorporate developments over OPDC’s two years of operation
- clarify protocols and operations to increase transparency
- clarify role distinctions between the volunteer commission and the agency

The governing statutes used the name “Oregon Public Defense Commission” to refer to both the volunteer governing body and the agency staff. To avoid confusion, in this memo [*and the proposed Bylaws?*] “Commission” refers to the voluntary body, and “Agency” refers to OPDC staff collectively.

This Memo summarizes the most important proposed changes to the 2024 Bylaws.

New organization

The proposal consolidates material now scattered throughout various parts of the current bylaws by organizing material into 7 sections:

- I. Agency Name, Authority, Mission, and Basic Definitions
- II. OPDC Commission
- III. OPDC Executive Director and Staff
- IV. Meetings
- V. Other Commission-Related Activities
- VI. Communications With Government Entities and the Public
- VII. Amending the Bylaws

Section I: Agency Name, Authority, Mission, and Basic Definitions

- *Agency Name, Authority, Mission.* These sections organize material from the 2024 bylaws but into separate paragraphs to increase clarity.

DRAFT to be discussed and amended at February Subcommittee meeting.

- *Basic Definitions.* The proposed Bylaws add several new definitions to prevent ambiguity: action item, quorum, staff and OPDC staff, and writing.

Section II: OPDC Commission

- The proposed bylaws organize material from the 2024 bylaws but into separate paragraphs to increase clarity.
- Section II.B.2.f. reflects a statutory change.
- Section II.C.1. clarifies the selection and role of the Chair and Vice Chair.
- Section D. (Ethics & Conflicts of Interest) incorporates the 2024 bylaw language. The language on potential conflicts allows the Member to be transparent and to exercise the Member's own discretion whether to abstain from a vote.

Section III: OPDC Executive Director and Staff

- Section A.5 is new. It addresses the internal audit function, not the role of the Audit Committee. (The Agency's Chief Audit Executive is on the Audit Committee, which provides a connection between that committee and the internal audit function.)
- Section B incorporates into one place items found in various sections throughout the 2024 Bylaws.

Section IV: Meetings

This section is entirely new and is based on (1) the Commission's evolving approach to organizing meetings and (2) the desire to retain flexibility to alter the meeting structure as needed going forward.

- Section A: procedures applicable to all Commission meetings.
- Section B: modifications applicable to regular meetings of the entire Commission.
- Section C: modifications applicable to Work Sessions. (The 2024 Bylaws do not address work sessions.)
- Section D: modifications applicable to Emergency Meetings.
- Section E: modifications applicable to Subcommittees. (The 2024 Bylaws address subcommittees, but do not clearly make them subject to normal Commission procedures.)

The 2024 Bylaws also have a section on "Informational Meetings." In the proposed bylaws, the variety of authorized meetings combined with the ability of the Chair to include new meeting dates makes a special provision for information gathering unnecessary.

Section V: Other Commission-Related Activities

This section addresses the Commission’s need to engage in a variety of activities that are not Commission meetings.

- Section A: On-site inspections. OPDC “meetings” are subject to state public meeting laws. ORS 192.630. Because the “on-site inspection of any project or program” is not a “meeting” (ORS 192.610(7)(b), the Bylaws should address inspections separately.
- Section B: Audit Committee. The Audit Committee consists almost entirely of non-Commission members: volunteer outside auditors and the Agency’s Chief Audit Executive. Audit Committee meetings do not need to be subject to the formal Commission procedures, but the Commission has a responsibility to ensure that it operates lawfully. The Audit Committee provision in the 2024 Bylaws is short, and the proposal adds some needed clarification:
 - Section B.2 clarifies that the Audit Committee is not a formal Commission subcommittee.
 - Section B.3. The Oregon Department of Justice currently advises that our Audit Committee is subject to public meeting laws, although that requirement is unwelcome to many members of the committee. Discussions are continuing. While this section may need amending in the future, the language reflects the current situation.
- Section C: Advisory and Workgroups. This section incorporates the 2024 provisions.

Section VI. Communications with Government Entities and the Public

- Sections A, B., and C. incorporate material found in various sections of the 2024 Bylaws. Section B.3. clarifies the role of individual Commission members with regards to communication of Commission policies and perspectives.
- Section D, Grievance Procedure, incorporates the material in Art. 6 of the 2024 Bylaws.

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Edits by Commissioners **Susan Mandiberg**, **Philippe Knab**, **Haley Olson** (*Additional notes in green*)

OREGON PUBLIC DEFENSE COMMISSION BYLAWS

I. AGENCY NAME, AUTHORITY, MISSION, AND BASIC DEFINITIONS

- A. The name of this agency is the Oregon Public Defense Commission (“OPDC”).
- B. The OPDC was established pursuant to ORS 151.213, as amended by SB 337 (2023), effective January 1, 2024 and by 2025 Oregon Laws Ch. 569 (H.B. 2614).
- C. The OPDC is governed by a 13-member Commission, which includes nine voting members and four non-voting members. The OPDC is housed in the executive branch of government and is subject to the administrative authority and supervision of the Governor.

D. Mission

- 1. The OPDC’s mission is to establish and maintain a public defense system that ensures the provision of public defense services consistent with the requirements of the Oregon and United States Constitutions and Oregon statutes.
- 2. To achieve this mission, Commission Members, the Executive Director, and staff shall ensure furtherance of the goals articulated in ORS 151.216 by adopting policies, procedures, standards, and guidelines regarding those mandates.
- 3. The Commission adopts the principles outlined in the Oregon DEI Action Plan [hyperlink] in all areas under its jurisdiction and strives to ensure systems that recognize diversity and afford justice equitably and inclusively to all persons.
- 4. To further achieve OPDC’s mission, Commission Members, Executive Director, and staff shall consider the perspectives of public defense providers, persons with lived experience in, or from communities impacted by the programs in areas under OPDC’s jurisdiction, and other members of the public with an interest in the provision of services provided by those programs.

E. The following definitions govern usage in these Bylaws:

- 1. “Action item” means an item on the agenda regarding whether the Commission should formally undertake a course of conduct or adopt a policy.
- 2. “Commission” means voting and non-voting Commission Members acting in their oversight capacity.
- 3. “Executive Director” means the person selected under ORS 151.213 to carry out the duties set forth in ORS 151.219 and in these Bylaws.
- 4. “Oversight” means exercising governance, supervision, direction, and guidance to the Oregon Public Defense Commission pursuant to ORS Chapter 151; it does not include

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interactions between the Executive Director and staff or between Executive Director, staff, and Non-voting Members in their individual, contract, or legislative capacities.

5. “Quorum” is a majority of voting members of the Commission or of any subcommittee of the Commission.
6. “Staff” and “OPDC Staff” mean OPDC employees other than the Executive Director.
7. “Writing” includes letters, memoranda, emails, and text messages but does not include audio messages.

II: OPDC COMMISSION

A. Membership

1. Membership is defined by ORS 151.213.
2. Terms of office are four years, except for the initial terms created by SB 337 (2023) to stagger appointments. Terms begin on January 1 in the first year and expire on December 31 in the final year. Positions that become vacant during a term shall be filled pursuant to ORS 151.213(3).
3. Appointments are made pursuant to ORS 151.213.
4. A Commission Member may be removed pursuant to ORS 151.213(3) and ORS 182.010.
5. A Commission Member who seeks to resign shall provide written notice to the appointing authority, the Chair of the OPDC, and the Executive Director.
6. New appointees shall attend an onboarding session as determined by the Executive Director. Members shall timely complete all trainings as required by Oregon law.

B. Roles and Responsibilities of Commission Members

1. Commission Members are responsible for governing and providing oversight to the OPDC, pursuant to the requirement of ORS 151.213 and 151.216.
2. Commission Members shall:
 - a. Review and provide input prior to an approval vote, the policies, procedures, standards, and guidelines required by ORS 151.216.
 - b. Review the agency request budget of the Commission and provide input before any approval vote;
 - c. Review the Commission’s annual report prior to the vote by Voting Members;
 - d. Meet as needed to carry out their responsibilities.
 - e. Inform the Executive Director and the Chair as soon as practicable of an inability to attend a scheduled, special, or emergency meeting. The Chair shall maintain a record

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of absences and any stated reasons for such absences and may communicate the information to the appointing authority.

- f. Consult with the Governor regarding appointment of an Executive Director as set out in ORS 151.213(9).

3. Voting Commission Members shall:

- a. Approve by majority vote the policies, procedures, standards, and guidelines required by ORS 151.216 before they take effect;
- b. Approve by majority vote the agency request budget of the Commission before submission to the Oregon Department of Administrative Services.
- c. Set biennial performance expectations for the Executive Director and require a performance review at least as required by the Department of Administrative Services.
- d. Approve by majority vote the Commission's annual report prior to its submission pursuant to ORS 151.219.

4. Commission Members shall not make any decision regarding the handling of any individual case; have access to any case file or interfere with the Executive Director or OPDC staff in carrying out professional duties involving the legal representation of public defense clients.

C. Chair and Vice Chair

1. Voting Members shall elect, by majority vote every two years, a Chair and Vice Chair of the Commission, with such functions as the Commission may determine. A member is eligible for reelection as Chair or Vice Chair.
2. The Chair shall lead and manage Commission meetings, shall coordinate the planning of Commission meeting agendas with the Executive Director, and shall join with the Executive Director to present the OPDC's annual budget to the Legislative Assembly.
3. The Vice Chair shall **assume the Chair's duties in the Chair's absence**.

D. Ethics and Conflicts of Interest

1. Commissioners shall comply with the government ethics provisions of ORS Chapter 244.
2. A Commission Member has an actual financial conflict of interest if the proposed action **would** provide a financial benefit or detriment to the Member, the Member's relative, or any business with which the Member or their relative is associated.
 - a. When met with an actual conflict of interest, the Member must announce publicly the nature of the conflict and refrain from discussion on the issue.

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- b. The Member may not vote on the issue from which the conflict arises unless the Member's vote is necessary.
 3. A Commission Member has a potential conflict of interest if the proposed action could provide a financial benefit or detriment to the Member, the Member's relative, or any business with which the Member or their relative is associated.
 - a. When met with a potential conflict of interest, the Member must announce publicly the nature of the conflict but may continue to discuss and vote on the issue from which the potential conflict arises.
 - b. The Member may vote on the issue.
- E. Compensation and Expenses
 1. Voting and Non-voting Members are entitled to compensation and expenses as provided in ORS 151.213(8) and ORS 292.495.
 2. Members entitled to compensation shall submit the information required by standards and procedures adopted by the Executive Director.
 3. OPDC Commission Members, officers, employees, and agents shall be indemnified in the manner provided by ORS 30.285.

III: OPDC EXECUTIVE DIRECTOR AND STAFF

A. Executive Director.

1. The Executive Director is the chief executive officer for the Commission and the primary liaison between the Commission Members (voting and non-voting) and OPDC staff. The Executive Director shall ensure the agency carries out the policy directives established by the Commission.
2. The Executive Director is appointed and retained as provided by ORS 151.213.
3. The Executive Director shall carry out the duties set out in ORS 151.219.
4. The Executive Director shall prepare an annual report covering the topics listed in Art. 3(1)(a)(i) and (ii) and submit it by December 31 of the calendar year as required by ORS 151.219 .
5. The Executive Director shall ensure that OPDC staff present an internal audit report to the Commission at least yearly.

B. OPDC Staff

1. OPDC staff is responsible for agency administration and operations as set out in ORS 151.216.
2. The Commission has no direct responsibility for OPDC staff, which performs its actions through the authority of its Executive Director, as defined by ORS 151.219.

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IV: MEETINGS this whole Article is new.

A. Meetings Generally

1. The provisions in this section apply to all meetings unless specifically provided otherwise.
2. Definition & Types of Meetings
 - a. The bylaws adopt the definition of “meeting” found in ORS 192.610.
 - b. The Commission may hold regular meetings, work sessions, emergency meetings, executive sessions, and subcommittee meetings.
3. All meetings shall comply with public meeting laws pursuant to ORS Chapter 192 and Oregon Administrative Rules Chapter 199 Division 50.
4. Scheduling and Notice
 - a. At or before the first meeting of each calendar year, Commission Members shall establish a schedule of meetings.
 - b. The Chair of the Commission, in consultation with the Executive Director and in accordance with these bylaws, may adjust meeting schedules as necessary throughout the year, including the addition of new meeting dates.
 - c. Notice of meetings shall be given to Members and posted on the OPDC website as early as practicable.

The Commission shall meet on a regular schedule established annually. Meeting notices and agendas shall be provided to Members and posted on the OPDC website as early as practicable. (Rewrite of entire section 4)

5. Agendas

- a. Agendas for regular meetings, work sessions, emergency meetings, and executive sessions will be finalized by the Executive Director and the Chair of the Commission; agendas for subcommittee meetings will be finalized by the chair of the subcommittee.

Agendas shall be prepared by the Executive Director in consultation with the Chair or Vice Chair.

Remove entirely? This keeps authority clear without micromanaging process.

- b. Agendas shall be determined with a focus on furthering the Commission’s mission as set out in Art. I of these Bylaws.
- c. Any Voting or Non-voting Member of the Commission may request the Chair to include an item on the agenda of an upcoming meeting no later than 10 business days

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~~prior to the meeting~~ within reasonable time before the meeting. If the item does not appear on the agenda, a majority of Voting Members may place the item on the agenda for the subsequent meeting.

Members may request items for future agendas.

Remove entirely? The specific 10-day rule isn't necessary for compliance or public protection; it feels more like an internal workflow rule that can be established as a best practice or trained task for staff.

- d. Items to be voted on at an upcoming meeting shall be labeled as action items on the meeting agenda. All action items shall include time for discussion before a vote occurs.

Items requiring a vote shall be identified as action items and include discussion time.

Keep but shorten? Transparency about when decisions will be made prevents challenges that the public was denied notice of votes.

- e. OPDC staff shall publish the agenda to Commission Members and the public **one week** in advance of the meeting unless good cause is shown, as jointly determined by the Executive Director and the Chair.

Agendas shall be published to Members and the public one week prior to each meeting unless good cause is jointly determined by the Executive Director and Chair (or Vice Chair).

Keep but shorten, add vice chair? Transparency about when decisions will be made prevents challenges that the public was denied notice of votes.

- f. The Executive Director and the **Chair**, in agreement, may amend the agenda up until the start of the meeting. No action items **may should ordinarily** be added within **one week a reasonable time** of the meeting.

Agendas may be amended up to the start of the meeting, except no new action items may be added without good cause.

Keep but shorten? Keeps flexibility while still protecting transparency.

6. Materials

- a. OPDC staff shall publish materials to Commission Members and the public **one week** in advance of the meeting in which they are to be considered unless good cause is shown, as jointly determined by the Executive Director and the **Chair**.
- b. OPDC staff shall prepare meeting materials in plain English. Technical language shall be defined and clarified for ease of access to non-technical readers. All acronyms shall be explained in full the first time they are used in a document.
- c. The final meeting agenda and all meeting materials, minutes, transcripts, and public comment shall be stored by OPDC and placed on the OPDC website for public access as soon as practicable. A link to the meeting video shall be published on the website within five days after the meeting.

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7. Conduct of Meetings

- a. The Commission may conduct meetings in-person, virtually, or through a combination of in-person and virtual attendance. All meetings shall afford the public the opportunity to access and attend the meeting virtually.
- b. The Chair shall conduct regular meetings, work sessions, emergency meetings, and executive sessions; the subcommittee chair shall conduct subcommittee meetings.
- c. The Commission will not use Robert's Rules of Order in conducting a meeting but will follow the procedural rules set out in these bylaws.
- d. Deliberation of issues will be conducted only by Commission Members, but the Commission may authorize OPDC staff or members of the public to provide information and to engage in discussion on any topic.
- e. A quorum is not required to receive testimony and similar input from staff or stakeholders, to ask questions of the person presenting, or to discuss items on the meeting agenda; a quorum is required to decide an item designated on the agenda as an action item.
- f. To ensure accurate assessment of a quorum during virtual meetings, Commission Members shall have their names posted and, to the extent practicable, their cameras on. All Voting Members shall should attempt have cameras on during a vote. Commission staff shall have names posted but may turn cameras off.

8. Action Items and Voting.

- a. Any Voting Member of the Commission may make a motion regarding a posted action item, and that motion must receive the endorsement of a second Voting Member of the Commission before a vote can occur.
- b. Once a motion has been made and received an endorsement from a second Voting Member, there shall be a period for discussion.
- c. Following the discussion, the motion must be voted upon unless (1) the Member who made the motion withdraws the motion, or (2) the Member who provided the second endorsement withdraws that endorsement and the motion fails to get another second endorsement.
- d. Commission Members must be present to vote.
- e. Commission Members must vote yea or nay or may abstain. A Commission Member who abstains shall state on the record the reason for the abstention.
- f. At a virtual meeting, or if any Voting Member is attending virtually, the Chair shall conduct a roll-call vote. If all Voting Members who are attending are in person, the Chair shall inquire whether there are any objections to adopting the motion under consideration. If no objections are made, the motion will pass, and it will be

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recorded as endorsed by all Voting Members present. If any Member of the OPDC objects to the motion, a roll call vote will be held.

9. OPDC staff shall provide and publish one or more mechanisms whereby persons requiring reasonable accommodations to fully participate in a meeting may request such accommodations no later than the close of business 48 hours prior to the meeting. OPDC staff shall take all reasonable steps to ensure that such accommodations are provided.

B. Regular Meetings

1. The provisions of IV.A. apply to regular meetings except as provided in this section.
2. A majority of Voting Members constitutes a quorum of the Commission for the adoption or rejection of action items at regular commission meetings.
3. Public Comment.
 - a. Public comment may be allowed and shall be posted on the agenda when authorized. Rules and guidelines for public comment shall be posted or linked on the OPDC website and on the published meeting agenda. The Chair of the Commission may modify posted or linked time limits to accommodate time constraints or other considerations.
 - b. Oral. Members of the public may apply to the Commission for the opportunity to comment at Commission meetings. Such applications must should ordinarily be received by the Commission by the close of business two business days prior to the date scheduled for the meeting. The Chair shall allow all reasonable requests for public comment. Oral public comment shall be limited to 3 minutes unless, in the Chair's sole discretion, more or less time is allowed.
 - c. Written. Members of the public may submit written comments regarding items on the agenda of upcoming meetings.
 - d. Comment regarding action items shall be submitted no later than two (2) business days prior to the meeting at which the item is to be considered.
 - i Submissions received by the close of business two (2) business days in advance of the meeting in which they are to be considered shall be submitted to Voting and Non-voting Members and posted to the public on the OPDC website prior to the meeting.
 - ii Submissions received after a meeting and within 48 2 business days hours from the posted meeting time. shall be submitted to Voting and Non-voting Members and posted to the public on the OPDC website as soon as practicable; in addition, such comments shall be posted to the public on the OPDC website prior to the meeting.

C. Work Sessions

1. The provisions of IV.A. apply to regular meetings except as provided in this section.

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2. A majority of Voting Members constitutes a quorum of the Commission for the adoption or rejection of action items at commission work sessions.
3. Public comment will not be taken at work sessions.
4. The Chair of the Commission, in consultation with the Executive Director, may invite staff or members of the public to provide information at a work session.
5. If necessary, the Chair of the Commission may refer a matter discussed at a work session to the consideration of the Commission at a meeting in which the notice and quorum requirements for voting have been observed.

D. Emergency Meetings

1. The provisions of IV.A. apply to regular meetings except as provided in this section.
2. Scheduling and Notice
 - a. The Chair may call an emergency meeting in a situation in which adhering to notice requirements for other types of meetings increases the likelihood or severity of injury or damage to persons or property, immediate financial loss, or disruptions to the provision of public defense services that require an immediate response.
 - b. Notice of the meeting, the agenda, and any meeting materials shall be provided to all Members and posted to the public on the OPDC website as early as practicable prior to the meeting.
 - c. The emergency meeting notice shall state the nature of the emergency and provide, at a minimum, the meeting date, time, place, and (in the event of a virtual meeting) access information. Notice of the meeting shall be posted on the OPDC website as quickly as possible.
3. Agenda
 - a. Emergency meeting agendas will be finalized by the Executive Director and the Chair of the Commission. OPDC staff shall publish the agenda to Commission Members and the public in conjunction with the notice of the emergency meeting unless good cause is shown, as jointly determined by the Executive Director and the Chair.
 - b. The reason for the emergency meeting shall be stated at the outset of the meeting.
 - c. Members of the public may apply to the Commission for the opportunity to comment in person at an emergency meeting. Such applications must should when practicable be received by the Commission by two (2) hours prior to the emergency meeting. Members of the public may submit written comments regarding matters discussed at the emergency prior to the meeting or up to 2 business days from the posted meeting time.

E. Subcommittee Meetings

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1. The provisions of IV.A. apply to regular meetings except as provided in this section.
2. Organization of subcommittee
 - a. **The Commission Chair**, in consultation with OPDC staff and Voting and Non-voting Members of the Commission, may create standing or ad hoc subcommittees to advise the Commission. The Chair shall appoint subcommittee members and a subcommittee chair and may ask for volunteers from among Voting and Non-voting Members. The Chair shall put on the record the members of the subcommittee and the nature of the subcommittee's charge.
 - b. The subcommittee chair may invite Voting and Non-voting Members, OPDC staff, legislators, staff of Oregon executive, judicial and legislative agencies, and members of the public to attend subcommittee meetings in an advisory capacity.
3. Scheduling and notice
 - a. The Chair of the Subcommittee, in consultation with the Executive Director and in accordance with these bylaws, may adjust meeting schedules as necessary throughout the year, including the addition of new meeting dates.
 - b. OPDC staff shall publish the agenda to Commission Members and the public one week in advance of the meeting unless good cause is shown, as determined by the subcommittee chair.
4. Agendas.
 - a. Subcommittee meeting agendas will be finalized by the subcommittee chair with a focus on furthering the Commission's mission as set out in Art. I of these Bylaws.
 - b. **Any Voting or Non-Voting Member of the subcommittee may request the subcommittee chair to include an item on the agenda of an upcoming meeting.**
 - c. OPDC staff shall publish the agenda to Commission Members and the public three business days in advance of the meeting unless good cause is shown, as determined by the Subcommittee Chair.
 - d. The Subcommittee Chair may amend the agenda up until the start of the meeting. No action items may be added within one week of the meeting.
5. Materials – ***if we don't put something different here, it will be as set out in General (3 Days in advance etc) – ok? That's how it has been.***

V. OTHER COMMISSION-RELATED ACTIVITIES

- A. On-site Inspections. The Chair, **in consultation with the Executive Director**, may schedule on-site inspections of projects or programs.
- B. Audit Committee.

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1. OPDC may approve an audit committee charter and audit committee to advise the Commission and to assist OPDC auditors in their audit function
2. An audit committee is not a subcommittee of the Commission, but one Voting Member of the Commission shall serve on the audit committee.
3. The Audit Committee meetings are subject to public meeting laws.

C. Advisory Committees and Workgroups.

1. The Executive Director may, after consultation with the Chair, create and staff advisory committees and workgroups as needed. Creation of such groups should be communicated to the Commission.
2. Advisory committees and workgroups may include Voting and Non-voting Members, OPDC staff, legislators, staff of Oregon executive, judicial and legislative agencies, and members of the public. Consideration will should ordinarily be given to gathering input from OPDC providers and persons with lived experience in, or communities impacted by, programs under OPDC's jurisdiction.

VI. COMMUNICATIONS WITH GOVERNMENT ENTITIES AND THE PUBLIC

A. Except as noted below, Commission Members' oral and written communications will follow the requirements and guidelines in ORS Chapter 192 and Oregon Administrative Rules Chapter 199 Division 50.

B. Official Communications

1. The Chair and the Executive Director are the public liaisons of the Commission. It shall be the responsibility of the Chair and the Executive Director, in coordination with one another, to speak on behalf of OPDC.
2. An individual Commission Member may not act as spokesperson for the Commission in any venue unless authorized to do so in writing by the Chair.
3. An individual Staff member may not act as spokesperson for OPDC in any venue unless authorized to do so by the Executive Director.
4. Individual Commission Members, in their personal capacities, may advocate for or against legislation before the Legislative Assembly; when doing so Commission Members shall make it clear that they do not speak for the Commission.
5. Individual Commission Members, in their personal capacities, may communicate with the press, members of the public, or both; when doing so Commission Members shall make it clear that they do not speak for the Commission.

C. Commission Member Communications with OPDC staff.

1. Commission Members may communicate orally or in writing with OPDC staff on non-substantive issues, such as scheduling and IT support.

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2. Commission Members' oral and written communications with OPDC staff members regarding agency oversight or other substantive commission business shall adhere to the guidelines and procedures set out in writing by the Executive Director.
3. Individual Commission Members, in their personal capacities, may communicate orally or in writing with OPDC staff members; when doing so they shall make it clear that they do not speak for the Commission.
4. Nothing in this section is meant to prohibit OPDC staff members from disclosing to Commission Members information the staff member reasonably believes to be evidence of a violation of any federal, state, or local law, rule, or regulation or mismanagement, gross waste of funds, or abuse of authority, or substantial and specific danger to public health and safety resulting from OPDC action.

D. Grievance Procedure

1. OPDC staff shall make the following information available on the OPDC website.
 - a. Persons with a grievance regarding OPDC policy should address a letter to the Chair of the Commission requesting the complaint to be placed on the Commission's meeting agenda; subject to the provisions of section IV.A.5., the Chair shall have the sole discretion either to place the item on the agenda of an upcoming meeting or to refer the matter to the Executive Director for investigation.
 - b. Persons with a grievance related to administrative practices of the OPDC should address a letter to the Executive Director of the OPDC; a complainant who is unsatisfied with how the complaint is handled may address a letter to the Chair of the Commission requesting the complaint to be placed on the Commission's meeting agenda; the Chair shall have the sole discretion either to place the item on the agenda of an upcoming meeting or to refer the matter to the Executive Director to report to the Chair on resolution of the complaint.
2. If a Voting or Non-voting Member is approached by an aggrieved person, the Member should direct the person to the correct course of action to be pursued; the Member shall not discuss the complaint with the aggrieved person.
3. All communications covered by sub-sections 1 and 2 shall be in writing. A Member who is approached by word of mouth shall so inform the aggrieved persons and shall send a memorandum to the Chair identifying the aggrieved persons and indicating the time of the conversation and the instructions conveyed by the Member to the aggrieved person.

VI. These bylaws may be amended by a two-thirds vote of the Voting Members at any meeting provided the topic is posted as an action item and the proposed language is provided to all Voting and Non-voting Members one week prior to the meeting.