

Members:

Susan Mandiberg, Chair
Robert Harris
Philippe Knab

**Interim Executive Director:**

Ken Sanchagrin

Oregon Public Defense Commission Governance Subcommittee Meeting

*Meeting will occur virtually
Monday, November 3, 2025
3:00pm – 4:30pm 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)
3:00 - 3:05	Welcome and Call to Order	
3:05 - 4:10	Discussion: Updates to the Commission Bylaws	Chair Mandiberg
4:10 - 4:30	Discussion: Changes to Commission-related Key Performance Measures (KPMs)	Chair Mandiberg
4:30	**Adjourn**	

**To join the Zoom meeting, click this link: <https://zoom.us/j/91464995105>. 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.



Date: November 6, 2025

To: OPDC Governance Subcommittee

Cc: Kenneth Sanchagrin, Interim Executive Director

From: Susan Mandiberg, Governance Subcommittee Chair

Re: Suggested Amendments to Bylaws

While it may seem a misguided use of time to get hung up on the details of the bylaws, the bylaws govern the way the Commission carries out our oversight responsibilities and interactions with the public and other government entities. These are matters that have to be done correctly if we are going to do our part to address the unrepresented persons crisis.

This memo covers the substantive changes I am suggesting to the draft presented at the October meeting. It does not point out editing corrections or material I have merely moved to a more logical location.

Organization of Bylaws

- Changed formatting to normal outline format for easier access and reference. New format: I.A.1.a.i.
- Some new headings and re-organization to group related materials together: see below. See Addendum I to this Memo.
- Titles and headings removed except where necessary for clarity or where there are sub-sections.

New Content

- Draft 2-3 incorporates changes on which we had consensus at the October meeting.
- For discussion of suggested new material see comments below (I did not use track changes).

Questions and Unresolved Issues to Discuss

- *Unresolved issues in each area are in italics or highlighted on the draft.*

Section-by-section comments

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

[new title for heading – improve?]

- E.5. – “other than the Audit Committee” eliminated because this draft does not include the Audit Committee as an OPDC “committee.” (See sec. V.)

II. OPDC COMMISSION

- New organization
 - The governing statutes label both the volunteer commission and the state-employee staff as “OPDC,” which is confusing. In addition, the existing bylaws placed material relevant to the volunteer commission and commissioners in various locations, which required searching through the document to get the full picture.
 - This new organization puts the volunteer commission and the agency in different sections: section II is only for the volunteer commission (using the definition of “Commission” in I.C.2) and a new sec. III is dedicated to the agency portion of OPDC.
- Substantive Changes & Issues
 - A.6. – Timely completion of Workday trainings is evidently required of Executive Branch commissions. Some commissions prevent members from voting if they have not completed Workday trainings by the due dates.
 - C.2. – I removed language about Chair being the Commission’s public liaison because (a) it conflicted with similar language pertaining to the Executive Director and (b) it is more logically placed in the “communications” section (now VI).
 - C.3. – The suggested language eliminates the need to spell out what the Vice Chair may do in the Chair’s absence.
 - *If there are any duties the Vice Chair should not be authorized to undertake in the Chair’s absence, we need to spell them out here.*
 - D.2. – I removed the permission for a conflicted member to vote on the issue from which the conflict arises (reflecting the consensus at the October meeting that the conflicted member should be able to abstain). (The highlighted word is relevant to the next comment.)
 - D.3. –
 - I merged the sub-sections about discussing.

- At the October meeting we discussed actual conflicts of interest in the context of voting, but we did not discuss the difference between actual and potential conflicts. So...
is the distinction between an “actual conflict” and a “potential conflict” clear enough? Should a voting member with a “potential conflict” be allowed to discuss and/or vote, or should that member need to abstain?
- The current provisions seem to be modeled on ORS 244.020(1) and (13), which are available in Addendum II, below. (These statutes do not apply directly to us, as we don’t meet the definition of being in a “public office” under ORS 244.020(19) and ORS 244.120(2) and (14), also below).

III. OPDC EXECUTIVE DIRECTOR AND STAFF

- New organization (see above).
- Substantive Changes & Issues
 - A.1. – I removed language about ED being the Commission’s public liaison because (a) it conflicted with similar language pertaining to the Chair and (b) it is more logically placed in the “communications” section (now VI).
 - A.5. – I replaced the term “auditors” with the term “OPDC staff” to avoid confusion with the Audit Committee. The Audit Committee reports to the Commission, not the ED. I did not use the term “Chief Audit Executive” because, while the Chief Audit Executive does report to the ED, a more general term seems appropriate in case that position disappears or is vacant.

IV. MEETINGS

- Question from October meeting: *Do we have a “public meeting” (i.e., a meeting subject to public meeting laws) if there is no quorum?*

The following provisions are relevant to this issue:

- The public meeting laws apply to certain “meetings,” which include the gatherings included in this section. OAR 199-050-0015.
- “Meeting” -- ORS § 192.610 has no definition of “public meeting.” It does, however, define “meeting” as “the convening of a governing body of a public body *for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter.*” ORS 192.610(7)(a) (emphasis supplied). It does not define “quorum” or say when a quorum is required to do these things. OAR 199-050-0005, the definitions provision in the public meeting regulations, defers to ORS 912.610 for the definition of “meeting.”

- Quorum: OAR 199-050-0005 defines “quorum” as “the minimum number of members of a governing body required to legally transact business. In the absence of a statute, ordinance, rule, charter, or other enactment specifically establishing the number of members constituting a quorum, a quorum is a majority of the voting members of the governing body.”
- Transact business: Neither provision defines what it means to “transact business.” It is likely that the “decision-making process” (OAR 199-050-0005(4)) is included in the notion of transacting business. “Decision” and “deliberation” are both part of the “decision-making process” and are defined. ORS 192.610(2) & (3), OAR 199-050-0005(3)-(6).
- These provisions are available in Addendum II, below.
- Rationale for re-organizing this article:
OPDC currently holds 6 types of gatherings, 5 of which meet the Public Meeting Law’s definition of a “meeting.” Those 5 types of meetings have many characteristics in common.
 - The current draft proposes a “general” section spelling out the requirements and guidelines common to all 5 types of “meetings.” It then proposes, for each type of meeting, a small separate section containing only those requirements and guidelines that are unique to that type of meeting.
 - It is important to make sure that everyone agrees that the “common” materials are desirable for all 5 types of meetings. While that will be a decision for the Voting Members to make when deciding whether to adopt the new bylaws, we need to identify issues and make draft changes here.
- Repeated issue
Proposed Art. II.C.3. says that the Vice Chair assumes the Chair’s duties in the Chair’s absence. Is there any need to reiterate that throughout this Article? [I have highlighted the word “Chair” where we might have to reiterate the permission if Art. II.C.3 does not suffice.]
- Substantive Changes & Issues in A: Meetings Generally
 - *Do we need a specific sub-section for Executive Sessions, or is it sufficient to require adherence to public meeting laws generally? See ORS §§ 192.650 and 192.660 in Addendum II, below.*
 - *A.7. generally -- Should “conduct of meetings” be the same for all types of meetings?*
 - *A.7.d.-- Draft #2-1 said “the Commission” may authorize staff or members of the public to provide information and to engage in discussion on any topic.” I suggest that it should be the Chair [or vice*

chair in the Chair's absence] who decides and authorizes others. First, that seems to have been the practice, at least regarding staff, and second, requiring the whole Commission to authorize others would be bulky and inefficient (for example, would it need to be an action item?). Alternatively, we could have a different rule for staff and for members of the public.

- A.7.e - This provision seems to be legal because:
 - The meeting is already public, so engaging in the activity would not violate public meeting laws.
 - ORS 192.610 does not say that a quorum is needed to deliberate. It says that if a quorum is required to deliberate the gathering of the public body is a meeting.
 - OAR 199-050-0005(9) defines “quorum” as “the minimum number of members of a governing body required to legally transact business.” It does not say what “transact business” means.
 - Our bylaws seem to treat only voting as “transact[ing] business.” *Should we include this in the definitions?*
- A.8 -- An action item may occasionally be on the agenda for a meeting other than a Regular meeting. The draft assumes that the procedure for action items should be the same wherever they arise.
- A.8.e. --The draft reflects the consensus at the October meeting that voting members should be able to abstain, thus avoiding the possibility of a conflicted vote breaking a tie. *The question is whether they should state on the record the reason for abstaining.*
 - If the abstention is based on an actual conflict of interest, stating the reason for the conflict is already in the bylaws. (II.H.b.ii.). People might abstain for reasons other than a conflict, however, and requiring statement of the reason would address that situation..
 - *Should abstentions based on something other than a conflict be permitted?*
- Substantive Changes & Issues in B: Regular Meetings
 - No changes from draft 2-1
- Substantive Changes & Issues in C: Work Sessions
 - C.5. -- If there is no quorum at the work session no actual decisions can be voted on, even if listed as an action item. Even if there is a quorum, nothing can be voted on that was not listed as an action item. In either

of those situations, a decision must be made on referring the matter to a meeting at which there is a quorum. As there is no quorum, attendees can't vote on whether to refer the matter, so it makes sense to give the Chair the discretion to do that. *Is there a better way to articulate the permission given in this section?*

- Substantive Changes & Issues in D: Emergency Meetings

- 4.D.2. -- The provisions in b. and c. are more restrictive than those set out in ORS 192.640. *Should we keep these or merely defer to the more general statute?*
- 4.D.3. – This provision comes from the existing bylaws. However, it is difficult for staff to coordinate public comment in the short time frame that exists for emergency meetings. *Do we need to allow public comment at emergency meetings?*

- Substantive Changes & Issues in E: Subcommittee Meetings.

- This whole section is a [change from the existing bylaws](#) – there is nothing about subcommittees in the old bylaws.
- *Please compare what is here with the provisions in IV.A. to make sure that details are accurately covered.*
- 2.a. -- *Should this be a place where only the Chair can act, not the Vice Chair in Chair's absence? Should the Chair be able to create subcommittees without consulting with staff and Commission members?*
- 4.b. – *Is this provision (which exists for Regular Meetings) appropriate for sub-committee meetings?*
- 5. – *Do we need something for sub-committees other than the general provisions for "materials"? Is the "1 week in advance" general provision for getting materials posted appropriate for sub-committees (it is what Mara has been doing).*

V. OTHER COMMISSION-RELATED ACTIVITIES

- *There is probably a better heading for this section. We need a section to cover things that are not defined as "meetings" by the public meeting laws and that are not technically sub-committees of the Commission.*
- A: [Do we need to say anything more about on-site inspections? If so, what?](#) (Are we likely to have inspections other than inspections of the OPDC trial offices? I don't think consortia have offices. Non-profits do, but I don't think a commission has ever done site visits of nonprofits.)
- B:

- *Should we deal [here](#) with the requirement that the Audit Committee follow public meeting laws, or is it enough to put the requirement in their charter?*
 - I put it here in part to try to protect the individual commissioners in case the Audit Committee, which has only 1 Commission member, violates those rules if the Commission member is not in attendance at a meeting.
- *Do we want the Bylaws to require that the Audit Committee members be trained on public meeting laws, or is it sufficient to put that in their charter?*
- C.1.: I eliminated giving the ED discretion about creating and staffing advisory committees and workgroups in favor of requiring consultation with the Chair. Rationale: it is the Commission's duty to participate in policy creation and to oversee the staff. *Do you agree with this change?*

VI. COMMUNICATIONS WITH GOVERNMENT ENTITIES AND THE PUBLIC

- This whole section is new. It consolidates provisions scattered among other sections of the existing bylaws and adds provisions that arguably were lacking.
- B.1. – The existing bylaws had one provision making the Chair the public liaison and another making the ED the public liaison. This provision recognizes that, depending on the venue or occasion, either person might be the appropriate voice of OPDC. It seems prudent to require them to coordinate with one another.
- B.3. – This is new. *Is it needed?*
- D. – Some changes in language, but not in content.
- I. - New section heading.

I moved material on communications with Press and Public so that it was included with other communications material.

ADDENDUM I: OUTLINE OF DRAFT 3-3

BYLAWS -- OUTLINE

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

- A. Name and Authority
- B. Mission
- C. Definitions

II: OPDC COMMISSION

- A. Membership
- B. Roles and Responsibilities of Commission Members
- C. Chair and Vice Chair
- D. Ethics and Conflicts of Interest
- E. Compensation and Expenses

III: OPDC EXECUTIVE DIRECTOR AND STAFF

- A. Executive Director
- B. OPDC Staff

IV: MEETINGS this whole Article is new, so not in red

A. Meetings Generally

1. Basic provisions
2. Scheduling and Notice
3. Agendas
4. Materials
5. Conduct of Meetings
6. Action Items and Voting
7. [accommodations]

B. Regular Meetings

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

2. [quorum]
3. [public comment]

C. Work Sessions

1. The provisions of IV.A. apply to regular meetings except as provided in this section.
2. [quorum].
3. [no Public comment]
4. [invite others to provide info].
5. [Chair refer to regular mtg]

D. Emergency Meetings

1. The provisions of IV.A. apply to regular meetings except as provided in this section.
2. Scheduling and Notice
3. Agenda

A. Subcommittee Meetings.

1. The provisions of IV.A. apply to regular meetings except as provided in this section.
2. Organization of subcommittee
3. Scheduling and notice
4. Agendas.
5. Materials[?]

V. OTHER COMMISSION-RELATED ACTIVITIES

- A. On-site Inspections.
- B. Audit Committee
- C. Advisory Committees and Workgroups

VI. COMMUNICATIONS WITH GOVERNMENT ENTITIES AND THE PUBLIC

- A. [Ethics]
- B. Official Communications
- C. Commission Member Communications with OPDC staff.
- D. Grievance Procedure

VI [Amendments]

ADDENDUM II: STATUTES & REGULATIONS RELEVANT TO THE DISCUSSION

[ORS 151.213](#)

[ORS 151.216](#)

[ORS 151.219](#)

[ORS 192.610](#)

[ORS 192.640](#)

[ORS 192.650](#)

[ORS 192.660](#)

[OAR 199-050-0005](#)

[OAR 199-050-0015](#)

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

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

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.

- 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.

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.
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.
 - 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 prior to 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.
 - 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.

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

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.

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 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 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 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.
- 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 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.

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 (1 wk 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.
 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.
 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 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.
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.



Date: November 3, 2025

To: OPDC Governance Subcommittee

Cc: Kenneth Sanchagrin, Interim Executive Director

From: Susan Mandiberg, Governance Subcommittee Chair

Re: Current Commissioner Key Performance Measures (KPMs) and Possible Changes

The KPMs reflect how the Commission is performing its duties. Our report is potentially viewed by legislators, the Governor's office, and the public.

We can edit the wording of the current KPMs, eliminate some, or add new ones. There can be more or fewer questions than fifteen.

We also have other choices, which we will discuss at the meeting.

Current KPMs: plus comments made this year and questions regarding possible changes

1. Executive Director's performance expectations are current.
2. Executive Director receives annual performance feedback.
3. The agency's mission and high-level goals are current and applicable.
 - *do we also want to ask whether they are achievable in the current context?*
4. Commission reviews the Annual Performance Progress Report.
5. Commission is appropriately involved in review of agency's key communications.
 - *what does "appropriately involved" mean? better way to ask?*
6. Commission is appropriately involved in policy-making activities.
 - this year: one "strongly disagree" response – one comment that staff don't always follow the adopted policies

- *what does “appropriately involved” mean? better way to ask?*
7. The agency’s policy option packages are aligned with their [its?] missions and goals.
 - comment that we should be more strategic and aware of political context
 8. The Commission reviews all proposed budgets (likely occurs every other year).
 9. The Commission periodically reviews key financial information and audit findings.
 10. The Commission is appropriately accounting for resources.
 - *Do we need to identify—or give examples of—the “resources” we’re supposed to account for?*
 11. The agency adheres to accounting rules and other relevant financial controls.
 - comment that LFO is not happy with our accounting practices
 12. Commission members act in accordance with their roles as public representatives.
 - commenter had no idea what this means
 - comment that training about this might be helpful
 - *Spell out the roles instead of assuming knowledge of what they are?*
 13. The Commission coordinates with others where responsibilities and interests overlap.
 - one “disagree” response – comments showing frustration with inability to do this alone (needs two to tango)
 - *Spell out the others with whom we should coordinate?*
 - *Instead of “coordinates with”: “takes steps to coordinate with....”*
 14. Commission members identify and attend appropriate training sessions.
 15. The Commission reviews its management practices to ensure best practices are utilized.

Possible new KPMs?

- The Commission’s workload is appropriate for a volunteer body.
- The Commission has adequate attendance at meetings to enable it to conduct business.
- *Others?*