

Susan Mandiberg: Welcome, everyone, to the meeting of the Governance Subcommittee of the OPDC. It's February 6th, and we're scheduled to go from 9:00 until 10:30. I think we may not go that long. We'll do what we can get done today and not waste anyone's time. So, there's only one thing on the agenda and that's discussion of amendment of the OPDC bylaws.

For those who aren't up on it, we started as a commission a year ago in January 2024, and we had only the bylaws of the previous commission which didn't seem appropriate any longer given the new legislation. So, we put these bylaws together as quickly as we could, and I believe, Rob, you were on the committee last year as well who helped do that. They're okay, but there are some flaws in them. They could be better organized. There's certainly some typos, but more importantly, the statutes changed in 2025. And I believe that when we put them together a year ago, we tried to do it in a way that would take into account the fact that the statutes would change, but we need to go through them and make sure that there's nothing we missed.

Second of all, the Oregon Ethics Commission promulgated new regulations that took effect at the end of October 2024, and those are quite detailed in some ways. We need to go through the bylaws and make sure that what is in them comports with the new regulations and that we haven't missed anything that we need to add to them, at least by reference to those regulations. And third of all, we've learned a lot, I think, at least I've learned a lot in the last year about how the commission operates and what some of the hurdles we are dealing with are. And we have now moved into the executive branch, and we are starting to learn about some of the requirements and traditions of the executive branch, and we need to amend, I think, the bylaws in some ways to account for all of those changes.

I'm sure that you may have thought of things I haven't thought of that need to be tweaked or changed or added to these bylaws, so that's the discussion I would like to start to have. As I suggested in the email that I think you got from Mara, those are sort of the three categories that I thought of to put our discussion into. Is there anything that either of you, Judge Lipscomb or Rob, or Jessie for that matter, have thought of either differently or in addition to what I've just said?

Rob Harris: No, I think that covers the challenges we've had sort of doing this up over the last 12 months with the changes going on and starting from a place that was where the commission was governed in a different way than it is today. And of course, the public meeting laws that came into effect last year as well, I think. And like you say, as we learn going through this and the various, not branches, but the various tasks.

For instance, I'm on the Audit Committee, we're struggling with some of that too, some of the same thing, making these pieces all fit together. So, I appreciate your overview of that, Susan, and I agree with you that we're coming to a good place

here. And did the Governor, whatever, executive team or whoever, look at these bylaws and make some of these suggestions? Have they vetted this, gone through this, and are they responsible for some of these edits in this new version here?

Susan Mandiberg: Is there a new version?

Rob Harris: Well, this version we're looking at here.

Susan Mandiberg: This is the version we adopted last year.

Rob Harris: This is. Okay. And I've seen a couple of cross-outs.

Susan Mandiberg: Those are some of the typos that I was talking about. [Laughter]

Rob Harris: Okay. All right, all right.

Susan Mandiberg: I sort of think, and I'm not positive about this, but this was, as I recall, the way we worked on this last year, we had a bunch of drafts that went back and forth on the committee, and then the whole commission was presented with one or two drafts, and then the final version that it adopted. My guess is that what actually got posted was one of the drafts, but I'm not positive about that.

Rob Harris: Okay.

Susan Mandiberg: In any case, that's what got officially posted, so that's what we're working off of. I've gone through, and I'll tell you what I've done already, and maybe we can start there. First, let Jessie answer your question. Has the executive team gone through the current bylaws to come up with any suggestions of what it would like to see discussed?

Jessica Kampfe: No, not as a formal body. We have not gone through the bylaws and come up with suggestions.

Susan Mandiberg: I know you guys are swamped with the legislative session, among other things. Am I correct that that's not high on the agenda of things to do right now?

Jessica Kampfe: It is not high on our agenda of things to do right now. We have been working on the Audit Committee Charter document, but not on the Bylaws document. If that's something that this committee would like me to bring back to the executive team for review, I can certainly do that with that body, but it has not been high on the list.

Susan Mandiberg: It may be that the most efficient way to proceed would be for us to... Well, let me preface this by saying, Rob and to Paul – I'm sorry, Judge Lipscomb, I don't know if you want to be... Okay. We are unlikely to be able to finish amending the bylaws for

at least a couple of months because we are going to need legal input. I know all three of us are lawyers, but nevertheless, we're going to need independent legal input from a lawyer who understands the requirements and the needs of the executive branch which we're now in, which I think none of us really do. And we don't currently have a functioning general counsel at the commission, and so one way or the other, we are unlikely to get that legal input for a couple of months.

So, I think that what we can do is the best we can and come up with a functioning draft that can be run by legal counsel, either our own legal counsel or the Justice Department, before we present it to the commission. So, I think the most efficient thing for us to do is to get working on a draft that we like. We can show that draft to the executive team. In the interim, if the executive team on its own comes up with any issues or suggestions, it would be great to pass those along, so we can get things all teed up to be ready to go when we have the input that we need from counsel. Does that work for everybody?

Rob Harris: I think that's a great idea. If we take a look at this, go through this issue spot, maybe make some suggestions, and then we compile that, and like you say, when we get specific legal counsel on top of this, we can have a much better starting position.

Susan Mandiberg: So, I think that one thing that we need to do is go through the existing bylaws with an eye toward those Ethics Commission regulations, especially the ones having to do with public meeting laws and public records, and figure out what works in the bylaws, what needs to be changed in the bylaws, what might need to be added to the bylaws, at least by reference to those regulations. So, that's one job. The other job, a similar job, is to make sure that what's in the bylaws is consistent with the 2025 to '27 version of the ORS statutes that we operate under, and I suspect we may need to be alert for amendments to those statutes that might come up in this legislative session.

Paul Lipscomb: So, Susan, I'm wondering, if we employ legal counsel, we're going to end up paying for those services, right?

Susan Mandiberg: Yes. If we use the Department of Justice, we do end up paying for that.

Paul Lipscomb: This is just a thought off the top of my head, but maybe we should try and contact some recent retirees from the Department of Justice who've worked in this particular field before and have them at least do a run-through before we start paying for somebody else to review our final draft.

Susan Mandiberg: I'm going to defer to Jessie on that.

Jessica Kampfe: We have counsel at the Department of Justice – Christy Monson and Daniel Gilbert – who we work with regularly. They're like assigned to our agency. So, if we want

legal advice on things like public meeting, public records, or a review of our bylaws, those would be the people we would reach out to. They do bill us hourly, so it gets expensive, but for this type of a document, it would be totally appropriate to engage their services. I will also note that we are working with the public meetings body, it's like a sunshine agency within the DAS framework, to come to a presentation and training with our commission in March on public meetings and public records. So, that's an additional resource that may be available on the subject.

Rob Harris: Jessie, if we're just going to have like Mr. Gilbert or the other attorney you mentioned from DOJ review this, do you know how many hours that is and what their hourly rate is? I'm sounding like a consumer who's hiring an attorney, but it is a question that I'd like to know.

Jessica Kampfe: I can reach out to them and find out an estimate of how many hours they think it would take to review the bylaws. They recently reviewed our Audit Committee Charter for us, so I can ask.

Susan Mandiberg: Sorry, it may be that it would be good for the three of us on the subcommittee to be prepared when we have that training in March to ask specific questions relevant to our bylaws. So, we should start a list of questions that we have about public meetings and public records that are relevant to the bylaws so that we can ask specifically at that training. It's not quite the same as it would be to get the specific advice, but it would at least enable us to make whatever we present to DOJ complete enough that it would cut down the amount of time they had to put in on it, I think. I don't know Oregon administrative law very well, but I know in federal administrative law, advice you get at a training is not something you can legally rely on. Jessie seems to think that's also true here.

So, one of the things that I think is more open-ended or the thing that I think is more open-ended is to think about the challenges that we've had, or the opportunities that we've had, the issues that we have felt unsure about perhaps, in the last year. So, Rob, this would be mostly for you and me and maybe Judge Lipscomb, if you have things that you're currently unsure about, that you don't think the bylaws cover. What kinds of things are currently not in the bylaws or not sufficiently clear in the bylaws or extensive enough in the bylaws that we need to deal with those things?

Rob Harris: One thing that I know has been an issue, and I'm quickly trying to look through here because it just came up, was conduct of our meetings.

Susan Mandiberg: Right.

Rob Harris: And we don't have, it looks like it's section – what page is this? Like page six or seven, Article 4, Meetings. We don't have anything here about, under Conduct of Meetings, public comment.

Susan Mandiberg: We have something, and it is arguably not enough.

Rob Harris: Yeah.

Susan Mandiberg: I actually started going through – I agree with you completely, so I think that's the big one – and I did start going through that part of the bylaws as I was preparing for this meeting.

Rob Harris: Yeah, it's on page eight. Sorry, it's Public Comment, subsection...

Susan Mandiberg: Yeah, it is in there. Two things that I've already started playing with, one is that I've renamed our types of meetings according to the names that are used in the OAR regulations, okay? And so I've also now started to reorganize all of Article 4 so that things that apply to all of the meetings are in one place and can be referred back to, rather than being repeated. But when I got down to... And I've started to put in references to ORS and to the OAR in the right places. I have a couple of questions that keep coming up as I go through this. But when I got down to the part that talks about public comment, I've added a section. Right now, this is very, very rough draft, okay? But I've added a section at the very beginning of the part that's labeled Public Comment that says Guidelines for Public Comment, and it springs off of what we already had in there, but I think it makes it more succinct or more clear.

Rob Harris: Okay.

Susan Mandiberg: It says, "Public comment, whether written or oral, must be directly relevant to items on the agenda of the meeting for which it is submitted." Now, the bylaws already say, "must be relevant." This adds the word "directly." Comments that reference agenda items but focus on issues not on the agenda will not be considered directly relevant. The Chair will not permit non-relevant oral comments to continue and will not post non-relevant written comments. So, that's just where I've started with it. No pride of authorship, no commitment to exactly what it says, but something along those lines, I think, needs to be put in there to enhance or clarify or consolidate what we already have.

I've also clarified, I think, the timing provisions for submitting written comment. Those, I think, were not completely clear in the current bylaws, so I've tried to make those a little bit clearer. That's what I've got so far. I've changed what we called informational meetings to special meetings because that's the language that the OAR uses, and basically what they mean by special meetings is essentially what we meant by informational meetings. There's a couple of other meeting provisions that

I've noted that we need to discuss. I'm happy to talk about them now if you'd like me to. One of them...

Paul Lipscomb: Susan?

Susan Mandiberg: Yeah?

Paul Lipscomb: Susan, is there a draft of the work that you've done so far available to the rest of us?

Susan Mandiberg: I do have a draft. I have to say I am currently not clear about how to share drafts given public meeting laws. These public meeting laws make me crazy because I don't know how we're supposed to get work done and adhere to these public meeting laws because the biggest part of it is that, okay, with just the three of us here, we don't have a quorum of the commission. That would take five people. But if the three of us talk to each other outside of a public meeting – and this is a public meeting, so we're good here – if the three of us talk to each other outside of a public meeting, for example, by circulating a draft and circulating it back and forth, which is written communication, and then one of us talks to two more people about what we're talking about on the draft, we now have violated public meeting laws through a serial communication, as I understand the laws. Rob, you're shaking your head, so I think...

Rob Harris: I think you might be right. It's sort of hard to tell though, but I think you're right on a couple of points. Number one, it's hard to collaborate on this work to get something that's functional sometimes without having concern over these public meeting laws.

Susan Mandiberg: Yeah.

Rob Harris: Because it's nice for workgroups to work and get stuff done efficiently, but on the other hand, how much show your work in public is required. And it's fine, I really don't mind, it's just really difficult to do.

Susan Mandiberg: So, I'm happy to share this draft, and I can share it through Mara, but the serial communications rules, as I understand them, also apply when you [Distortion 00:22:45]. So, I'm kind of at a loss. I don't want to violate the public meeting laws.

Rob Harris: I mean, if you sent them to staff and they sent them to each of us and we each commented back to staff and they compiled it for our next meeting, we wouldn't be talking to each other till the next meeting, but that means we can't really do a whole lot of collaboration until then either.

Susan Mandiberg: I think that the way we have to do it, and Jessie, if you understand this stuff better than I do, please weigh in, but I think that the way we have to do it is if I send you this draft, and you then come up with your own draft, you can send it to Mara, and

she can send it out to all of us and post it to the public, and we can discuss it at our next public meeting. I think that's the only safe way to do it. And when I asked someone at the Oregon Ethics Commission when all of that first came out about – and I was at a training, I actually had a training in December – and I asked somebody at the training, "How do we work together?" They said, "The safest way for you to work together is to assume that everything has to be a public meeting."

Rob Harris: Sounds like a real lawyer answer.

Paul Lipscomb: Yeah.

Susan Mandiberg: I think it was a real lawyer who gave me the answer.

Rob Harris: Yeah. [Laughter]

Paul Lipscomb: And typically unhelpful.

Rob Harris: Yeah.

Susan Mandiberg: Well, we...

Rob Harris: I mean, I guess we...

[Crosstalk 00:24:39]

Susan Mandiberg: ...monster, what can I say?

Rob Harris: I mean, I don't mind posting it on whatever, my comments or redrafts or redlines, online. I don't care. I don't know whether we should have a specific folder that says Drafts from the Governance Subcommittee, and then OPDS can just have a folder somewhere for all these drafts that are going to go in there, I guess. I mean, I don't mind that. It seems bizarre, but I guess that's fine.

Susan Mandiberg: I think we can have that, and I think that the only way to access that is through our OPDC iPads at this point.

Jessica Kampfe: I think that's right, and we can certainly do a public-facing Drafts folder, watermark everything, have people keep the track changes on so it's really obvious that it's a working document and not a final document. Susan, I think you probably could screen share your document during...

Susan Mandiberg: Oh, I could probably do that.

Jessica Kampfe: If you want to talk about it right now, if there's...

Susan Mandiberg: Okay, it's not my meeting, so how do I screen share?

Jessica Kampfe: Mmm.

Susan Mandiberg: Mara, if I send it to you, can you screen share it?

Mara Hoaglin: Yes, no problem.

Susan Mandiberg: Okay, I'm going to send it to you right now. Hold on, let me find a way to send it to you.

[No dialogue]

Susan Mandiberg: Okay, I sent it off. Jessie, if you could get IT to set up that kind of Drafts folder for the Governance Subcommittee, that would be great.

Jessica Kampfe: I will talk to them about it. Thank you.

Susan Mandiberg: Thank you.

Rob Harris: And would our emails also be included in that then, Jessie?

Jessica Kampfe: Yeah, I think any correspondence would be conversation would need to be publicly in there.

Susan Mandiberg: Yeah.

Rob Harris: Okay.

Susan Mandiberg: So, any conversation about those drafts has to be with our OPDC emails, right?

Jessica Kampfe: Yeah, you would want to be using your OPDC email, so that's right.

Mara Hoaglin: Sorry, I'm just waiting for the safe scan version of the document.

Susan Mandiberg: And so maybe you could let us know who in IT we contact for immediate help with those iPads.

Mara Hoaglin: Will do.

Susan Mandiberg: Thank you.



Mara Hoaglin: I know that Chair Nash just had a meeting yesterday with a few of our staff, so she'll probably have further information after that.

Susan Mandiberg: Yeah, I know. Those have been a constant devilment for me anyway, which it's been good to be reminded of everything I don't know. Okay. So, what I did was I took the PDF document that Mara sent to us, I converted it to a Word document because I can work in Word, and I can't work very easily on PDF documents. So, what you have here is my conversion of the PDF document to a Word document, and I am eager to keep it in a Word document while we work on it because I think it's much easier to work on Word. So, Mara, if you could go down to Article 4, which is what we were talking about.

Rob Harris: That's sub (4), so.

Susan Mandiberg: Keep going. Yeah, so here we go. So, what you have, and I didn't do track changes so anything new will have to be in track changes, what you see in blue is what I think we should add, or my suggestion for adding, and what you see in red is my notes to myself. And then what's highlighted in turquoise is just things I needed to add and didn't want to take the time to go look up the exact subsections. So, this is just sort of how I work. So, with the first one on public meeting laws, I hadn't decided whether I wanted to write out every subsection in 199.050 or just leave it for the whole. These are just notes to myself. The things we were talking about are farther down.

Okay. So, here's one that I came up with. One of the things that I've noticed in our meetings, and you'll have to excuse the typos, is that often we have something come up as an action item and we either didn't discuss it in the previous meeting, or we discussed it and sent it back for more work in the previous meeting, and then it comes up as an action item, and then we end up needing to have even more discussion. But it's particularly acute when something comes up for the first time, and we didn't discuss it at all at the previous meeting. I think it's happened a couple times. So, I don't know if we needed to talk about putting in the bylaws that nothing should come up as an action item unless it has already been discussed at a previous commission meeting, or say that should happen whenever possible, or leave that unsaid. So, I put that in there as a possible item for discussion.

Jessica Kampfe: Susan, I will note that labeling something as an action item is part of our public noticing, so if we don't label something an action item, then the public isn't notified that the commission might make a decision on that thing. So you cannot take a vote on it. So, we tend to be liberal, err on the side of making it an action item if we think the commission might want to take a vote on it, so that the public is appropriately noticed if they want to provide public comment. So, just know that if you restrict what we label as action items in the bylaws, that's also going to restrict the commission's ability to vote on things.

Susan Mandiberg: Okay, that's good to know. Excuse me, Judge Lipscomb or Rob.

Rob Harris: Yeah, I'm on City Council, and we don't take any action unless we've had a work session, or we've had a public meeting on this. And I think that, actually, the way you put this is "whenever possible," but I agree. I understand. We can't take action unless it's noticed as an action, but I'm not sure we should take action unless we've had a discussion on it.

Susan Mandiberg: I guess my concern is do people feel pressure to vote on something prematurely if it is labeled an action item? Because I don't want us to vote on something till we're ready to vote on it.

Rob Harris: I agree with that, and I think that I have looked at stuff, seen an action item going, "Gosh, I don't even remember even talking about this." And I think that people on the commission, who maybe don't have as much time as maybe those of us here at this meeting have, look at these things and think, "Oh, I guess it must be well-vetted. It's an action item. I guess we're ready to go." And I think having something like this on there, and I don't know the exact term, whether a work session previously noted, or has had a public meeting on it prior to action. I mean, I understand there's emergency situations where we need to have action, but I guess if it's a real emergency, we can have a special meeting.

Susan Mandiberg: It would be possible – I think, again, Jessie, you weigh in and tell us if anything we're saying makes life more difficult in a bad way – it would be possible to include when something is listed as an action item, the dates of the commission meetings at which it had previously been discussed. And if that were included in the agenda, everyone – commissioners or the public – could go back to the transcript or the actual recordings of those previous commission meetings and review the discussion that had taken place. Now, I know that that would take more time, and I know that for people who work full-time unlike the three of us, even reading the documents that we get a week before the meeting, when we get them a week before the meeting, even reading all the documents is challenging sometimes. So, going back and looking at transcripts and so forth would also be time consuming. But if people weren't sure what had been said before, it would at least give people the opportunity to go directly to those transcripts without having to search through their notes or all of the previous commission meetings to see when that had happened. What would you think about that? Rob, just go ahead and talk.

Rob Harris: Okay.

Susan Mandiberg: I don't have to call on you.

- Rob Harris: Yeah, I think that's actually a good idea. And for an action item, you could say, "Previously discussed, blah, blah, blah," or "Not previously discussed, but asking for action for these reasons." And then people would know there has to be a justification for why this is there, and we haven't previously discussed it or contemplated the issue, but the agency feels action may be necessary or may be required.
- Susan Mandiberg: Yeah.
- Rob Harris: I think that would be sort of a complete disclosure thing for people.
- Susan Mandiberg: Those of us with time and the geekiness to want to go back and do that could do it. How hard a lift would that be, Jessie?
- Jessica Kampfe: I don't think it would be that hard of a lift. I would think that it would probably be in the memo for the action item as opposed to listed on the agenda because then our agenda is going to get really busy looking. But I think it's possible for the agency to identify when the item has been previously discussed, within reason. I mean, we discuss, say, contracts every year, and I don't want to give 20 years' worth of references, [Laughter] but, "Last discussed," or something of that nature, I think we could do.
- Susan Mandiberg: Yeah, I mean, if it's a specific document like the six-year plan, right? If it's a specific document and we've looked at that document and discussed that document previously, I guess that's the kind of thing I'm talking about.
- Jessica Kampfe: That shouldn't be too difficult, and I know that the staff within the agency uses the discussion at the commission meetings as the tool to prepare updates and that sort of stuff for documents. So if you all have a discussion about it, they're using the questions that you asked during the last discussion when they are updating the document, so they should have that stuff readily available.
- Susan Mandiberg: So, then the next question is, do we need to put anything in the bylaws about that? It seems to me that maybe we don't need to put anything in the bylaws about that, but we can leave that hanging until people think about it. Should we go on, Mara, if you can please? Okay. So now here we're down to Conduct of Regular Meetings. So, the blue stuff that's there is just to... I added the term hybrid meetings because that's in the OAR. All of this is just tweaks. We already had stuff. I was just changing the language to meet with the OAR's. Do you want to continue? Keep going. It wasn't clear in the bylaws that we already had. We've said that we would not use Robert's Rules of Order, which I think everybody still agrees with, but it wasn't clear in the bylaws how people got recognized to speak. So, I just added what we already do, which is that the Chair recognizes people. Please keep going, Mara.

Okay. So, here's the public comment thing. Yeah, stop there. So, this is the language that I read to you before. The one part of this that I think could be taken out without it hurting anything because it's already on our website, and so the website has guidelines for public comment. I don't know if you've looked at it recently, but the website has guidelines for public comment, and the agenda now has a link to those guidelines. The guidelines are similar to this, and especially the sentence that says, "Comments that reference agenda items but focus on issues not on the agenda will not be considered directly relevant." That may not need to be in the bylaws because it is in those guidelines that are on the website. So, I would be comfortable not putting it in the bylaws, but if other people want it in the bylaws, it certainly could be. But this is what I've got so far, and it's completely open to any other way people want to suggest doing it.

Rob Harris: I think it's fine either way. I guess by referencing a little more detailed, like not directly relevant in language that you have here, if you just reference, yeah, the guidelines set forth on the agency's website, it means you can have some ability to refine them as things go.

Susan Mandiberg: Yeah, there's a point.

Rob Harris: Yeah, but I also think it's fine to keep them in here or just keep it like this for more details. Yeah, I don't know, Susan. I think it's fine either way. I think having it in the bylaws makes it a little more, not enforceable, more transparent, I guess.

Susan Mandiberg: Well, I guess the bylaws could say, "The OPDC shall post guidelines for..." You know.

Rob Harris: Yeah. Yeah.

Susan Mandiberg: Make a couple of statements here and then just say, "The OPDC shall post guidelines on its website..."

Rob Harris: Yeah. Complying with these bylaws, yeah.

Susan Mandiberg: Okay. I'll mess with that, and I'll put it in our new folder.

Rob Harris: Yeah.

Susan Mandiberg: All right. The rest of it just refers back to that. I think you want to keep going, Mara, if you did. Special meetings, like I said, that used to be called informational meetings and just tweaking when stuff gets posted. Keep going. Okay. When we're having these special meetings, I was wondering whether we needed some provision that allows the Chair to get a sense of the meeting and know whether to add something as an action item for a subsequent regular meeting because special meetings, you can't have action items under the OAR guidelines. And so I know that sometimes

when we've had these kinds of special informational sorts of meetings, the Chair sometimes says, "Okay, I'm going to bring that to a commission meeting where we can do things more formally and make it an action item."

So, I wondered whether we needed a provision to say that. We may not because the bylaws already say that any commission member can suggest to the Chair an item to be added to a regular meeting agenda. So, that already gives anyone coming out of a special meeting the ability to ask for something to be added to a regular meeting agenda as a non-action item or as an action item. So, putting something here might be redundant or superfluous, but I tagged it anyway so that it could be something we discussed.

Rob Harris: Maybe this is something, if we have DOJ review it, that we ask them that specific question, the need for that. Because I agree, there's times when the Chair wants to say, "I'd like to take the pulse of what do you think about that issue?" And they just go around the room and ask us all.

Susan Mandiberg: Right.

Rob Harris: I want to be able to make sure we can do that because that's sort of some of the purposes of these special meetings.

Susan Mandiberg: I'm taking some notes.

Jessica Kampfe: Yeah. I took a note on that, too, about sort of a straw vote.

Susan Mandiberg: Right, right. And then I thought it was important on these special meetings because it wasn't in there to give the Chair the authority to invite people outside of the commission or the agency to come give us information. I know Judge Lipscomb feels very strongly and I agree with him that sometimes it would be good to get the input from, for example, district attorneys about how they see their side of all of this, the sort of demand side, and a special meeting might be the kind of place where that kind of input could be obtained by the commission. I think the Chair has to have the authority to invite people to give that kind of input.

Or for example, there are lots of organizations I know in Portland, and Rob probably in Washington County, of people who've been released from prison who had public defenders as their lawyers. It would be interesting to hear from them sometimes, and again, I think it would be good to have it in the bylaws that the Chair has the authority to do that. It seemed to me that these special meetings was the place to put that. Maybe there's another place to put that instead or in addition, I don't know, but I wanted to raise it.

- Rob Harris: Yeah, I think that's good on the public comment, which I think is right above that, too. I don't even know if we want public comment if it's a special meeting, honestly. But I definitely think if it's a special meeting – is that what we're calling these? Special meeting that, obviously, we want to hear, we're going to learn something, and that usually is from other people. So, I think that's actually one of the key features of a special meeting is to have people come and tell you what they know.
- Susan Mandiberg: And I think it was implied that the Chair could do that, but it wasn't overt. I think it needs to be overt, and it might also... So a question about that – and again, I'm not suggesting that we do anything right now – should it just be the Chair who has the ability to invite speakers? What if other members want to invite speakers? Do they have the ability to do that, or do they suggest it to the Chair? And if so, is that then at the Chair's discretion? Just raising issues that might arise.
- Rob Harris: I think you could add in there what you have here, period, "If two or more members request the Chair to invite a person for informational purposes, then that person shall be invited." So, you could put something where you may have a situation, I can't imagine, but the Chair could say, "No, I don't want to do that." So, you could put something like that in there.
- Susan Mandiberg: Well, let's think about it. I'm taking notes, and I will upload a new draft to our new folder as soon as I figure out how to do that, and we can go from there. I think that might be all I've done so far, Mara, but if you might keep going down. I don't think there's anything else. Oh, yeah. I don't think there's anything else we need to talk about right now with this. It'll just be there, and people can look at the draft and make comments in our folder.
- Paul Lipscomb: Susan, can you send us copies of the existing draft in some form so that we have access to all the good work you've been doing?
- Susan Mandiberg: Yeah. What I'm going to do is ask Mara to upload it to the folder as soon as that folder gets established and to let us know when... Well, Mara's going on vacation. Can somebody upload it?
- Jessica Kampfe: I'll talk to our IT team about creating the folder, uploading this to the folder, and then inviting you all to the SharePoint link so that you can use it, and then it'll be posted publicly for people to be able to see. So, we'll get that sorted.
- Susan Mandiberg: All right, thank you. I know that'll mean a delay, but I really, until we are more secure about what we can do with these public meeting laws, I think we need to be really careful about them. So I'm sorry if I'm being overcautious, but I tend to be more overcautious than undercautious. Let me get back to finding my notes, hold on. So, that's what I've done so far. We were talking about things that we didn't anticipate a year ago that we might want to include in the bylaws, and obviously,

the public comment stuff is big, given the grievances and so forth that we've received. Is there anything else? I know Judge Lipscomb, you're new, so you haven't had that year of experience, but Rob, is there anything else you can think of, or Jessie, that we need the bylaws to address somehow that they don't currently address?

Rob Harris: No, not really. I think my earlier comments were I was confused a little bit on the Audit Committee issues, with this particular committee issues, because on the Audit Committee, we're working, like Jessie said, on the Charter and running it through some folks who have some expertise. That was a public meetings issue we're trying to make sure we get right, and I don't know if that applies to this Governance Committee or not.

Susan Mandiberg: Well, I think that we may have to see that Charter again before it goes to the whole commission, but I don't think we're ready to do that till we're done with you all going through what the DOJ had to say about it, so I think we're a ways away from doing that.

Jessica Kampfe: And we are working with the DOJ and also collaborating. DAS has an internal audit function that helps support internal audit within agencies, and so we're working with their lead person as well. That should be in a good position to come in front of the Audit Subcommittee soon, and I think it would be helpful for the Governance Subcommittee to look at it before it goes to the full commission.

Rob Harris: I agree.

Susan Mandiberg: So, I don't think the Audit Committee is a subcommittee of the commission, at least under its current charter, it's an independent committee. Because if it's a subcommittee of the commission, then I think it's definitely subject to public meeting laws.

Jessica Kampfe: Right.

Susan Mandiberg: So, the way that current Charter has it set up is it's not a subcommittee.

Jessica Kampfe: Yeah, I think that's right, and I think depending on what comes out of the Audit Charter work, there may need to be modifications to the commission's bylaws to appropriately incorporate that document.

Susan Mandiberg: All right.

Rob Harris: That was sort of my point is that it's a chicken-and-egg thing, and we want to make sure the Governance bylaws are going to be consistent with what the goals are.

Susan Mandiberg: So, if between now and our next meeting, and I gather that Thursday morning works for everybody? It works for me.

Rob Harris: Mm-hmm.

Susan Mandiberg: So, between now and our next meeting, we'll probably have some conversation on that in our folder, some written conversation about the draft. And if anybody thinks of anything that came up this year that we needed to have more guidance on in the bylaws that we didn't, or if we can anticipate stuff that's going to come up that we need to get a handle on. That's harder because sometimes you don't know there's a problem until you're in the middle of it. But I'm sure there must be stuff that's going to come up in the executive branch that we might want to have in those bylaws.

I actually looked up a lot of executive branch commissions and went to their websites so I could look at their bylaws, and most of them don't have bylaws posted on their websites, at least that I could find, and the couple that I did find were skimpy. Let me put it that way. They were not detailed at all. And if there was any way to get examples of other executive branch commission bylaws from commissions that have been in the executive branch for a while, that would be unbelievably helpful, and I don't know who to ask to get that. Jessie, you're so swamped, I hate to put more on your plate. So if I even had a list of whom to contact, I'd be happy to make the contacts.

Jessica Kampfe: That's all right. I can take that on, I don't mind reaching out and seeing if I can get some good advice about some really strong commissions that have been around and governing for a while and have hit their stride, to get copies of bylaws.

Susan Mandiberg: Yeah, that would be fantastic. It would be very, very helpful. Other than that, I think if each of us could go through the bylaws with an eye to the OAR regulations, which Mara sent out as attachments to this agenda, and the '25 to '27 version of the ORS statutes, and look carefully at what, if anything, needs to be added or taken away or changed. I'll do it as well. I started doing it, I'll continue doing it. And with three good legal heads doing that, we should be able to cover the ground, I think, pretty thoroughly. And I don't think it'll take an enormous amount of time, and you end up becoming pretty familiar with all of those laws, which is, I guess, a blessing in disguise. Any other ideas for ways to proceed between now and our next meeting?

Rob Harris: I think that's a good plan.

Susan Mandiberg: Judge Lipscomb, you're on board for this?

Paul Lipscomb: Yes. It's going to take me a bit of time to catch up with you guys on all the past efforts that have been done and work that is now in process, so you'll have to be



patient with me for a bit, but I will try and get my arms around this as quickly as I can.

Susan Mandiberg: We're just looking forward to having new eyes on this. I think it's going to be great to have a [Laughter] new, well-educated perspective on what we're doing, so we appreciate your efforts.

Paul Lipscomb: We'll see. [Laughter] Proof is in the pudding.

Susan Mandiberg: It always is. All right, I'm going to go and cough in private. [Laughter]

Rob Harris: All right. Thanks for your work, Susan. Bye.

Susan Mandiberg: See you all later.

Paul Lipscomb: Thank you for running this meeting today.

Susan Mandiberg: For sure.