

**Members**

Robert Harris  
Susan Mandiberg  
Jennifer Parrish Taylor  
Adrian Smith  
Jasmine Wright, Nonvoting



**Executive Director**

Jessica Kampfe

**Oregon Public Defense Commission  
Subcommittee on Governance**

Meeting will occur virtually.  
Monday April 8, 2024  
9:00 AM – approx. 11:00 AM PST  
Via Zoom\*

This is a public meeting, subject to public meeting law and it will be digitally recorded. Remember to state your full name for the record, as it is required for making a record of the meeting. For action items requiring approval, a roll call vote will occur, unless the chair directs otherwise. The chair shall read any motion requiring commission approval into the record before a vote is taken.

**MEETING AGENDA**

<b>Approx. Time</b>	<b>Item</b>	<b>Lead(s)</b>
5 min.	Welcome	Commissioner Mandiberg
90 min.	Review and Discussion of Proposed Commission Bylaws	Commissioner Mandiberg
10 min	<b>Action Item:</b> Recommendation to Commission on the Adoption of Bylaws	Commissioner Mandiberg
5 min.	Future Business	Eric Deitrick

\*To join the Zoom meeting, click this link. <https://zoom.us/j/93173523529>

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 [opds.state@opds.state.or.us](mailto:opds.state@opds.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.

Next meeting: **TBD**

Meeting dates, times, locations, and agenda items are subject to change by the Commission; future meetings dates are posted at: <https://www.oregon.gov/opds/commission/Pages/meetings.aspx>.

## MEMORANDUM

TO: OPDC Governance Committee

FR: Susan Mandiberg, Chair

RE: Amendments to Draft Bylaws

DT: April 2, 2024

At the Commission meeting on March 20 this committee presented a draft of new bylaws. Commissioners and staff made a number of suggestions for amending the draft. A new draft (“Apr Gov Mtg Draft”) responsive to those suggestions is attached here as Appendix A.

- Material that needs to be eliminated, replaced, or amended is in **red** on the new draft.
- The new material is in **blue** on the new draft.

This memo includes some explanations regarding proposed changes. The memo

- outlines feedback from the Commission meeting (where relevant); in drafting the proposed changes I had the advantage of a very rough transcript of the March 20 discussion.
- Explains my reasoning behind the changes proposed in the new draft.
- Identifies (*italics* in this memo) unresolved issues we will need to discuss at our April committee meeting; other issues can, of course, also be raised.

The memo proceeds section by section in the draft. Please read this memo along with the new draft!

Appendices to this Memo:

- Appendix A Apr Gov Mtg Draft 1
- Appendix B ORS 659A.203(1)(b)-(d)
- Appendix C Audit Committee Charter
- Appendix E Information relevant to Audit Committee

Art. 1 Agency Name, Authority, Mission, & Basic Definitions	
(3)(b)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: we should use verbs to say what we are trying to achieve, not labels that some may not understand.</li> <li>• <u>Explanation</u>: <ul style="list-style-type: none"> <li>○ Options 1 and 2 come from the transcript.</li> <li>○ Option 3 combines Options 1 and 2</li> <li>○ Some language comes from the Oregon DEI Action Plan definitions on p. 13.</li> </ul> </li> </ul>
(3)(c)	<ul style="list-style-type: none"> <li>• <u>Explanation</u>: makes it consistent with changes to (3)(b).</li> </ul>
(4)(c)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: Change language to deal with 2025 change in how ED is selected.</li> <li>• <u>Explanation</u>: to avoid future amendments it's easiest just to refer to the statute.</li> </ul>
(4)(d)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: Define “oversight” – it’s used in</li> <li>• <u>Explanation</u>: language is from dictionary/thesaurus; second clause is to emphasize distinction used later in the bylaws.</li> <li>• <u>Note</u>: “oversight” is used in the following subsections of the bylaws: <ul style="list-style-type: none"> <li>○ Art 1(3)(b) [defining our mission]</li> <li>○ Art 1 (4)(a) [“oversight capacity”]</li> <li>○ Art 2 (9)(b)(ii) [“when acting in an oversight capacity”]</li> <li>○ Art. 3(1) [“governing and providing oversight to the OPDC....” and in the phrase “oversight capacity”]</li> </ul> </li> </ul>
Art. 2 Commission Membership	
(9)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: n/a</li> <li>• <u>Explanation</u>: I think the proposed new heading communicates more accurately what this section addresses.</li> <li>• <i>To discuss: this section might be more accurately placed in Art. 4.</i></li> </ul>
(9)(b)(ii)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: we need to allow ED to designate someone to authorize communications w/ staff.</li> <li>• <u>Explanation</u>: the proposed language adds this and also clarifies that authorization goes to both staff member and Commission Member.</li> <li>• <i>To discuss: the discussion might have suggested that the notice go to the whole Commission. That seems excessive to me, but others might want that.</i></li> </ul>
(9)(b)(iv)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: need to make it clear that we are not prohibiting whistle-blowing communications from staff.</li> <li>• <u>Explanation</u>: the language is taken from ORS 659A.203(1)(b)-(d), which is attached as Appendix B.</li> </ul>

Art. 3 Roles & Responsibilities Generally	
(1)(a)(v)	<ul style="list-style-type: none"> <li>• <b>Feedback:</b> Members seemed to think a provision about absences was important in light of both the Commission’s need for a quorum and future changes to the appointing authority’s ability to remove commission members. Members were unhappy with the draft language although they felt a need to deal with the absence issue and to allow the Chair to communicate to the appointing authority. They referred it to the Committee to suggest a solution.</li> <li>• <b>Explanation:</b> Communication with the appointing authority is important due to that authority’s ability to remove commission members. <ul style="list-style-type: none"> <li>○ Option 1: language mentioned at the March 20 meeting.</li> <li>○ Option 2: broadens Chair’s authority to include any absence, whether or not communicated; there was some support for this at the meeting.</li> <li>○ Option 3: distilled from the discussion at the meeting.</li> </ul> </li> <li>• <i>To discuss: we need to adopt a policy and some language to provide the basis of further discussion at the April meeting.</i></li> </ul> <p><u>Note:</u></p> <ul style="list-style-type: none"> <li>○ In 2024 ORS 151.213(3) allows the Chief Justice to remove any member of the Commission at any time “for cause.” In 2025, “[t]he Governor may remove any member of the commission at any time.” Beginning in 2027, “[t]he Governor may remove any member of the commission at any time for inefficiency, neglect of duty or malfeasance in office.”</li> <li>○ The Governor will be able to appoint Commission members when there are vacancies beginning in 2025. ORS 182.010 provides: “Any member of a state ... commission <i>appointed by the Governor</i> who fails to attend two consecutive meetings of the ... commission, whether regular, adjourned or special, shall forfeit office unless the member is prevented from attending by the serious illness of a member or the family of the member or for any other cause that in the judgment of the Governor constitutes a valid reason for failing to attend.”</li> </ul>
(1)(b)(iii)	<ul style="list-style-type: none"> <li>• <b>Feedback A:</b> The provision presented, outlining Voting Members authority to appoint or remove the ED, would need to be amended in 2025 when the commissioners lose that power for a period of time.<sup>1</sup></li> <li>• <b>Explanation re A:</b> As Members will, for a period of time, not have the ability to appoint or remove the ED, it seems better to put the ED appointment/removal provisions in sec. (2), below.</li> </ul>

<sup>1</sup>

ORS 151.213	Appoint	Remove
2024	(6)(b): voting members	(6)(b) voting members for cause
2025-6/1/27	(9)(a): Governor/Senate	(9)(b) serves at Gov’s pleasure
6/1/27 on	(6)(b)(A): voting members	(6)(b) pleasure of voting members

	<ul style="list-style-type: none"> <li>• <u>Feedback B</u>: Commissioners agreed on specific timing for setting performance expectations for the ED and conducting performance reviews.</li> <li>• <u>Explanation re B</u>: <ul style="list-style-type: none"> <li>○ The language adopts the timing decided upon at the March 20 meeting.</li> </ul> </li> </ul>
(1)(e)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: The bylaws should clarify when it is appropriate for Members to communicate with the press and/or the public.</li> <li>• <u>Explanation</u>: New draft contains proposed language.</li> <li>• <u>To discuss</u>: <i>Should the authorization have to be in writing (similar to talking to staff)?</i></li> </ul>
(2)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: see (1)(b)(iii) Feedback A and footnote 1.</li> <li>• <u>Explanation</u>: given all the statutory changes, it is easiest just to refer to the statute.</li> </ul>
(3)(c)	<ul style="list-style-type: none"> <li>• <u>Explanation</u>: language was added to adhere to the audit budget note (see footnote 2) and to complement the new Audit Committee provision in Art. 5(2).</li> </ul>

Art. 4 Meetings	
Gen'l	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: general need for more clarity regarding the different types of meetings and their procedural guidelines</li> <li>• <u>Explanation</u>: Material reorganized into a separate section for each type of meeting. This makes it easier to distinguish the types of meetings and to address procedural issues separately for each type of meeting.</li> </ul>
(2)(a)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: Instead of having broad “special meetings,” allow OPDC to have regular meetings as needed in addition to those set at the beginning of the year.</li> <li>• <u>Explanation</u>: language added at March 20 meeting.</li> </ul>
(2)(d)(ii)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: we need to be able to continue to have a discussion if someone leaves the room and momentarily defeats having a quorum, or if someone has to leave early in the middle of a discussion, and not violate public meeting laws.</li> <li>• <u>Explanation</u>: language added to reflect discussion decision to distinguish between “discussing” and “deliberating.”</li> </ul>
(2)(d)(viii)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: the bylaws should indicate when the public can expect minutes and videos of meetings to be available. The discussion revealed that staffing shortages and the work involved mean that it takes longer to provide written material than to provide a link to video.</li> <li>• <u>Explanation</u>: language meant to reflect staffing reality.</li> </ul>
(3)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: a distinction should be made between meetings to conduct business and meetings designed to gather information.</li> <li>• <u>Explanation</u>: <ul style="list-style-type: none"> <li>○ Type of meeting renamed to reflect its purpose.</li> <li>○ (3)(a): language added to reflect meeting’s purpose and to be consistent with the language in Art. 1(3)(b).</li> <li>○ (3)(c): cross-reference to “regular” agenda procedures but making it clear that informational meetings may not include action items.</li> <li>○ (3)(d): cross-reference to ensure timely distribution of materials.</li> <li>○ (3)(e): cross-reference to “regular” procedures plus re-emphasis on not including action items.</li> </ul> </li> <li>• <u>To discuss</u>: <i>Is the cross-reference in (3)(d) appropriate, or do we need special rules for this type of meeting?</i></li> </ul>

<p>(4)(b)-(c) [Emer Mtgs]</p>	<ul style="list-style-type: none"> <li>• <b>Feedback:</b> procedures need to be customized for emergency meetings.</li> <li>• <b>Explanation:</b> <ul style="list-style-type: none"> <li>○ (4)(b) and (b)(i): publishing of schedule, notice, and materials lumped together because of short turn-around time for emergency meetings; the “practicable” language allows some delay if there is good cause, which may be especially important regarding materials.</li> <li>○ (4)(b)(ii): need to state nature of emergency may put limits on unnecessary scheduling of emergency meetings.</li> <li>○ (4)(b)(iii): language emphasizes that clarity is essential even (or maybe especially) for emergency meetings.</li> <li>○ (4)(c)(i): language emphasizes that mission of OPDC is as central to emergency meeting agendas as it is to regular meeting agendas.</li> <li>○ (4)(c)(ii): language emphasizes that approach to action items is the same for emergency meetings as for regular meetings.</li> <li>○ (4)(c)(iii): language reflects special provisions required due to short turn-around time for emergency meetings.</li> <li>○ (4)(d): cross-reference used to reflect that emergency meetings should be conducted similarly to regular meetings.</li> </ul> </li> </ul>
<p>(6)(b)(iii)</p>	<ul style="list-style-type: none"> <li>• <b>Feedback:</b> after a public meeting there should be a time limit cutting off submission of written testimony relevant to discussions and actions at that meeting; 48 hours was specifically mentioned.</li> <li>• <b>Explanation:</b> language reflects meeting discussion.</li> <li>• <b>To discuss:</b> <i>should the bylaws say “two business days after the meeting” instead of 48 hours? (This would allow a Tuesday deadline for a Friday meeting.)</i></li> </ul>
<p>(7)</p>	<ul style="list-style-type: none"> <li>• (b) <ul style="list-style-type: none"> <li>○ As requested – deadline for post-meeting submissions</li> <li>○ <i>sub-sections for clarity to the public</i></li> </ul> </li> </ul>

Art. 5 Subcommittees, Audit Committee, External Advisory Groups	
(1)(d)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: language changed to accord with similar language elsewhere.</li> <li>• <u>Explanation</u>: Sections added to conform procedure to subcommittee situation, with cross-references as appropriate.</li> </ul>
(1)(e)	<ul style="list-style-type: none"> <li>• <u>Explanation</u>: language added to make procedures work for subcommittees, keeping as close to regular Commission meetings as possible.</li> </ul>
(1)(f)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: there was no objection to creating at least 2 standing subcommittees (Governance and Legislative). However, the meeting did not resolve whether they should (a) be created “ad hoc” by the Chair, with the vote of the Voting Members, or (b) be established in the Bylaws.</li> <li>• <u>To discuss</u>: <i>We should either create the standing subcommittees here or should outline the procedure for the Chair to do so. We could draft language for both options to present to the April Commission meeting.</i></li> </ul>
(2)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: there was lengthy discussion on the Audit Committee. There were many questions. More study seemed to be required.</li> <li>• <u>Explanation</u>: The budget note to HB5030 gives the Commission permission to establish an Audit Committee reporting to the Commission, but it does not require the Commission to do so; it mentions that OPDC’s internal audit staff reports to the Commission.<sup>2</sup> The suggested language reflects the sense of the budget note.</li> <li>• <u>To discuss</u>: <i>is this the proper approach?</i></li> <li>• <u>Note</u>: See Appendix C for the Audit Committee Charter.</li> </ul>
(3)(b)	<ul style="list-style-type: none"> <li>• <u>Feedback</u>: see Art. 5(1)(d).</li> <li>• <u>Explanation</u>: language added to reflect of OPDC activities.</li> </ul>

<sup>2</sup> “The Public Defense Services Commission is directed to report to the Joint Committee on Legislative Audits during the Legislative Session in 2022 on the establishment of the Commission’s internal audit function. *The report is to include the internal audit staff reporting structure to the Commission...* The Commission may consider the establishment of an Audit Committee comprised of a subset of Commission members with quarterly reporting to the full Commission.” [Emphasis supplied.]



## BYLAWS

### Article 1

#### AGENCY NAME, AUTHORITY, MISSION, AND BASIC DEFINITIONS

- (1) **Name.** The name of this agency is the Oregon Public Defense Commission (“OPDC”).
- (2) **Authority.** The OPDC was established pursuant to ORS 151.213, as amended by SB 337 (2023), effective January 1, 2024. The OPDC is governed by a 13-member commission (“Commission Members”), which includes nine Voting Members and four Non-voting Members.
- (3) **Mission.**
  - (a) The OPDC’s mission is to establish and maintain a public defense system that ensures the provision of public defense services consistent with the Oregon Constitution, the United States Constitution, Oregon and national standards of justice, and Oregon statutes.
  - (b) To achieve this mission, the Commission Members shall ensure furtherance of the goals articulated in ORS 151.216 by adopting policies, procedures, standards, and guidelines regarding those mandates, including the public defense service delivery model; public defense provider caseload and workload; qualification and performance standards; compensation, fees, expenses, and reimbursement; budget, resources, and funding; training, supervision, and oversight; data collection; and eligibility for court appointed counsel. ~~The Commission strives to work toward criminal, juvenile, and dependency systems that are anti-racist and anti-colonial.~~

**Option 1:** In all areas under its jurisdiction, the Commission strives to ensure systems that recognize diversity and afford justice equitably and inclusively to all persons.

**Option 2:** The Commission adopts the principles outlined in the Oregon DEI Action Plan [hyperlink] in all areas under its jurisdiction.

**Option 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.
  - (c) To further achieve this mission the Commission Members, Executive Director, and OPDC 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](#) ~~Oregon’s criminal, juvenile, and dependency systems~~, and other members of the public with an interest in the provision of ~~public defense~~ services [provided by those programs](#).
- (4) **Basic Definitions.** The following definitions govern usage in these Bylaws:
  - (a) “Commission” means Voting and Non-voting Commission Members acting in their oversight capacity.
  - (b) “Staff” means OPDC employees other than the Executive Director.

- (c) “Executive Director” means the person selected [under ORS 151.213](#) by the Commission to carry out the duties set forth in ORS 151.219 and in these Bylaws.
- (d) “Oversight” means [exercising governance, supervision, direction, and guidance to the Executive Director and staff of the Oregon Public Defense Commission pursuant to ORS Chapter 151; it does not include interactions between the Executive Director or staff and Non-voting Members in their individual, contract, or legislative capacities.](#)

## Article 2

### COMMISSION MEMBERSHIP

- (1) Membership.** Membership is defined by ORS 151.213.
- (2) Terms of Office.** 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.
- (3) Appointments.** Appointments are made pursuant to ORS 151.213. Commission Members may be reappointed but may serve no more than two consecutive four-year terms. Commission Members appointed to fill a vacancy assume the term for the Member they replaced. If a vacancy occurs and is not filled by the appointing authority within 45 days the remaining Voting Members of the Commission shall, by a majority vote, select a Member to fill the vacancy for the remainder of the term.
- (4) Termination.** A Commission Member may be removed pursuant to ORS 151.213(3) and ORS 182.010.
- (5) Resignation.** 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) Onboarding and Training.** New appointees shall attend an onboarding session as determined by the Executive Director. Members shall attend all trainings as required by Oregon law.
- (7) Chair and Vice Chair.**
  - (a) Voting Members shall elect, by majority vote, a Chair and Vice Chair of the Commission.
  - (b) The Chair is the public liaison of the Commission Members. It shall be the responsibility of the Chair or other person as directed by the Chair to speak on behalf of the Commission Members for official information concerning the OPDC.
  - (c) 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.
  - (d) The Vice Chair shall lead and manage Commission meetings when the Chair is unavailable and support the Chair in furtherance of their responsibilities as requested.
- (8) Ethics and Conflicts of Interest.**

- (a) Commission Members shall comply with the government ethics provisions of ORS Chapter 244.
- (b) 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. 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. The Member may not vote on the issue from which the conflict arises unless the Member's vote is necessary to meet the minimum number of votes required to take official action.
- (c) A 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. When met with a potential conflict of interest, the Member must announce publicly the nature of the conflict but may continue to discuss the issue. The Member may vote on the issue from which the potential conflict arises.

**(9) Communications Not Subject to Public Meeting Laws. ~~Ex Parte Contacts. Ex parte contacts are not subject to public meeting laws.~~**

- (a) Commission Members may communicate orally or in writing with other Commission Members to the extent that communication does not violate ORS Chapter 192.
- (b) Communications with OPDC staff.
  - (i) Commission Members may communicate orally or in writing with OPDC staff on non-substantive issues, such as scheduling and IT support.
  - (ii) When acting in an oversight capacity Commission Members should not communicate orally or in writing with OPDC staff members regarding agency business without prior authorization from the Executive Director. The Executive Director or designee shall communicate such authorization in writing to the staff member and the Commission Member, including by email.
  - (iii) 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.
  - (iv) 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.

**(10) Compensation and Expenses.**

- (a) Voting and Non-voting Members are entitled to compensation and expenses as provided in ORS 151.213(8) and ORS 292.495.

(b) Members entitled to compensation shall submit the information required by standards and procedures adopted by the Executive Director.

**(11) Indemnification.** OPDC Commission Members, officers, employees, and agents shall be indemnified in the manner provided by ORS 30.285.

### Article 3

#### ROLES AND RESPONSIBILITIES GENERALLY

**(1) Commission Members.** Commission Members are responsible for governing and providing oversight to the OPDC, pursuant to the requirement of ORS 151.213 and 151.216.

(a) Commission Members shall:

(i) Review, and provide input prior to an approval vote, the policies, procedures, standards, and guidelines required by ORS 151.216 regarding contracting, funding, compensation of counsel, resources, operations, caseloads and statewide workloads, data collection, training and supervision of appointed counsel, costs, overhead, pre-authorization requirements, financial eligibility of represented persons with appointed counsel, compensation plans, classification systems, and affirmative action plans.

(ii) Review the budget of the Commission and provide input before any approval vote;

(iii) Review the Commission's annual report prior to the vote by Voting Members;

(iv) Meet as needed to carry out their responsibilities.

(v) 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 indicate, either before or after the relevant meeting, whether the absence is excused or not excused~~ and may provide input on absences to the appointing authority.

**Option 1 [language mentioned at Commission meeting]:** In the situation of repeated absences with lack of communication, the Chair is authorized to communicate with the appointing authority.

**Option 2:** In the situation of repeated absences, the Chair is authorized to indicate to the appointing authority whether the absences were excused or not excused.

**Option 3:** The Chair shall maintain a record of absences and any stated reasons for such absences and may communicate the information to the appointing authority.

(b) Voting Commission Members shall:

(i) Approve by majority vote the policies, procedures, standards, and guidelines required by ORS 151.216 before they take effect;

(ii) Approve by majority vote the budget of the Commission before submission to the Legislative Assembly;

~~(former iii) Appoint, by a two-thirds vote, an Executive Director for a term of office of four years. The term may be terminated for cause by a majority vote of the voting Members after notice and a hearing. When the term of an Executive Director ends without termination, the voting Members of the Commission may reappoint the person currently in the position by a majority vote. Upon the vacancy of the Executive Director position, the voting Members shall immediately designate an acting Executive Director by a majority vote. Commission Members may not serve as the Executive or Acting director. As provided by law...~~

- (iii) Set **biennial** performance expectations for the Executive Director and require a performance review at least every two years in September **in the odd numbered years** based on those expectations. The performance review may include recommendations.
- (iv) Approve by majority vote the Commission's annual report prior to its submission pursuant to ORS 151.219.
- (c) 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.
- (d) Individual Commission Members, in their personal capacities, may advocate for or against legislation before the Legislative Assembly; when doing so they shall make it clear that they do not speak for the Commission.
- (e) **Individual Commission Members may, in their personal capacities, communicate with the press, members of the public, or both; when doing so Members shall make it clear that they do not speak for the Commission. An individual Commission Member may not act as spokesperson for the Commission unless authorized to do so by the Chair and Executive Director.**

## **(2) Executive Director.**

- (a) The Executive Director is the chief executive officer for the Commission, the public liaison for OPDC, 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.
- (b) **The Executive Director is appointed and retained as provided by ORS 151.213.**
- (c) The Executive Director of the Commission shall carry out the duties set out in ORS 151.219.
- (d) 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 .

## **(3) OPDC Staff.**

- (a) OPDC staff is responsible for agency administration and operations, and it performs its actions through the authority of its Executive Director, as defined by ORS 151.219.
- (b) OPDC staff shall carry out the duties set out in ORS 151.216.
- (c) OPDC internal auditors shall report to the Commission at least yearly.

#### Article 4

#### MEETINGS

**(1) Public Meeting Laws.** All meetings and executive sessions shall comply with public meeting laws pursuant to ORS Chapter 192.

**(2) Regular Meetings.**

- (a) Schedule and Notice. Commission Members shall meet according to a regular schedule, established at the first meeting of each calendar year and adjusted as necessary throughout the year. Notice of meetings shall be given to Members and posted on the OPDC website as early as practicable.
- (b) Agendas.
  - (i) Regular Commission meeting agendas will be finalized by the Executive Director and the Chair of the Commission. Agendas shall be determined with a focus on furthering the Commission's mission as set out in Art. I of these Bylaws.
  - (ii) 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.
  - (iii) 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.
  - (iv) 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.
  - (v) 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.
- (c) Materials.
  - (i) 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.

- (ii) 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.

(d) Conduct of Regular Meetings.

- (i) 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.
- (ii) A majority of Voting Members constitutes a quorum of the Commission for the transaction of business at regular commission meetings. A quorum of the Commission is required to **decide an action item or to deliberate toward making a decision.** ~~conduct a meeting. If the Commission loses a quorum during a meeting, the meeting shall adjourn. the discussion will continue and will be~~
- (iii) Virtual meetings: cameras and identification. 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.
- (iv) 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.
- (v) The Chair shall lead and manage the meeting, or the Vice-chair in the Chair's absence. Public comment may be allowed and shall be posted on the agenda when authorized. 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 on any topic.

(vi) Motions.

- 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.

(vii) Voting.

- a. Commission Members must be present to vote.

- b. Commission Members must vote yea or nay, as no abstentions are allowed. Voting Members may explain on the record their reasons for a yea or nay vote or for asserting a conflict of interest.
  - c. 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.
- (viii) Meeting Records and Minutes. 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.
- (ix) 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.

~~No Commission action can be taken unless the proposed topic is published on the agenda as an action item. A quorum of the Voting Members of the Commission is required to endorse an action item.~~

### (3) **Special Informational Meetings.**

- (a) Authority. The Chair of the Commission may call special meetings of the Commission to gather information relevant to its mission. These may include ~~special~~ meetings dedicated to gathering input from members of the public, including those with lived experience in, or from communities impacted by the systems under the Commission's jurisdiction with regards to specific issues or regions of the State.
- (b) Schedule and Notice. Notice of informational meetings shall be given to Members and posted on the OPDC website as early as practicable.
- (c) Agendas. Agendas shall be prepared in accordance with sec. (3)(b) except that the agenda may not contain any action items.  
  
~~No informational meeting shall be held without the notice, agenda, and materials provided at least twenty four (24) hours prior to the meeting. Such notice shall be provided to all Members and shall be posted to the public on the OPDC website.~~
- (d) Materials. Materials shall be provided to members and posted on the OPDC website in accordance with section (3)(b).



- (e) Conduct of Informational Meetings. Informational Meetings shall be conducted in accordance with sec. (2)(d), above, except that the Commission may not vote on action items during an Informational Meeting.

**(4) Emergency Meetings.**

(a) Authority.

- (i) The Chair may call an emergency meeting only if there is an actual emergency that renders impractical the twenty-four-hour notice required for a special meeting.
- (ii) An emergency is a situation in which adhering to the notice requirements of this Article 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) Schedule, Notice and Materials.

- (i) 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.
- (ii) 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.
- (iii) 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) Agendas.

- (i) Emergency meeting agendas will be finalized by the Executive Director and the Chair of the Commission. Agendas shall be determined with a focus on furthering the Commission's mission as set out in Art. I of these Bylaws.
- (ii) Items to be voted on at an emergency meeting shall be labeled as action items on the meeting agenda. All action items shall include time for discussion before a vote occurs.
- (iii) 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.

- (d) Conduct of emergency meetings. ~~The emergency meeting shall be conducted in accordance with other provisions of this Article,~~ Emergency meetings shall be conducted in accordance with sec. (3)(d), above, and the reason for the emergency shall be stated at the outset of the meeting.

**(5) Executive Sessions.** The Commission may meet in executive session pursuant to ORS 192.660, and the notice and agenda shall state the provision of law authorizing the executive session.

**(6) Public Comment.**

- (a) Oral. Members of the public may apply to the Commission for the opportunity to comment in person at Commission meetings. Such applications must be received by the Commission by the close of business the business day prior to the date scheduled for the meeting. The Chair shall allow all reasonable requests for public comment. Public comment shall be limited to 3 minutes unless, in the Chair's sole discretion, more time is allowed.
- (b) Written. Members of the public may submit written comments regarding items on the agenda of upcoming meetings.
  - (i) 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.
  - (ii) 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.
  - (iii) Submissions received after a meeting and within 48 hours from the posted meeting time. ~~Submissions received after that time~~ shall be submitted to Voting and Non-voting Members and posted to the public on the OPDC website as soon as practicable ~~practicable after the close of the meeting~~; in addition, such comments shall be included in the material for the subsequent OPDC regular meeting.

Article 5

SUBCOMMITTEES, AUDIT COMMITTEE, EXTERNAL ADVISORY  
GROUPS

**(1) Subcommittees**

- (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 put on the record the members of the subcommittee and the nature of the subcommittee's charge.
- (b) A subcommittee must have at least three, but no more than four, Voting Members. The Chair shall appoint subcommittee members and may ask for volunteers from among Voting and Non-voting Members.
- (c) Each subcommittee shall elect a chair to conduct the business of the subcommittee and to report to and consult with the Commission Chair.

(d) 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. Consideration will be given to gathering input from ~~public defense~~ OPDC providers and persons with lived experience in, or communities impacted by, ~~programs under OPDC's jurisdiction. Oregon's criminal, juvenile, and dependency systems.~~ ~~programs under OPDC's jurisdiction.~~

(e) Subcommittee meetings.

(i) All subcommittee meetings shall comply with public meeting laws pursuant to ORS Chapter 192.

(ii) The subcommittee chair may schedule meetings as necessary to accomplish subcommittee business.

(iii) 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. By 4 business days prior to a meeting, the subcommittee chair shall create an agenda. Items to be voted on at an upcoming subcommittee meeting shall be labeled as action items on the meeting agenda. At the request of any Voting or Non-voting Member of the subcommittee, up to and including the start of a meeting, the subcommittee chair may amend the agenda to include an additional non-action item.

c. OPDC staff shall publish the agenda and meeting materials by 3 business days prior to a meeting unless good cause is shown, as determined by subcommittee chair.

(iv) Materials.

a. OPDC staff shall publish materials to subcommittee members and the as soon as practicable in advance of the meeting unless good cause is shown, as jointly determined by the Executive Director and the Chair.

b. OPDC staff shall prepare 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.

(v) Conduct of subcommittee meetings.

a. Subcommittee meetings shall be conducted in accordance with the provisions of Art. 4(2)(d)(i) and (iii)-(iv).

b. A majority of voting members constitutes a quorum of the subcommittee. A quorum of the subcommittee is required to decide an action item or to deliberate toward making a decision.

- c. Any Voting Member of the subcommittee may make a motion regarding a posted action item. Motions shall be handled in accordance with the provisions of Art. 4(2)(d)(vi) b and c.
- d. Votes shall be handled in accordance with the provisions of Art. 4(2)(d)(vii), with the subcommittee chair assuming the role given the Commission Chair in those provisions.
- e. Meeting records and minutes shall be handled in accordance with the provisions of Art. 4(2)(d)(viii).

~~Meetings of subcommittees must comply with ORS Chapter 192 and with the provisions of Art. 4 sections (6), (7)(d), and (8)(a)-(e) of these Bylaws.~~

(f) ?Standing subcommittees. ADD?

(2) **Audit Committee.** OPDC may approve an audit charter and advisory audit committee to advise OPDC internal auditors in making their reports to the Commission.

(3) **Advisory Committees and Workgroups.**

- (a) The Executive Director may, after consultation with the Chair, create advisory committees and workgroups as needed.
- (b) At the Executive Director's discretion, 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 ~~public defense~~ OPDC providers and persons with lived experience in, or communities impacted by, ~~programs under OPDC's jurisdiction. Oregon's criminal, juvenile, and dependency systems.~~

## Article 6

### GRIEVANCE PROCEDURE

Persons aggrieved by OPDC actions or inaction should seek redress as follows:

- (1) If the complaint is a consequence of OPDC policy, a letter should be addressed to the Chair of the Commission requesting the complaint to be placed on the Commission's meeting agenda; subject to the provisions of Art. 4(7)(a), 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.
- (2) If the complaint relates to administrative practices of the OPDC, the complainant 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.

- (3) 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.
- (4) All communications covered by sub-sections (1) through (3) 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.

#### Article 7

#### AMENDMENTS

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.

APPENDIX B: ORS 659A.203

(1) Subject to ORS 659A.206, except as provided in ORS 659A.200 to 659A.224, it is an unlawful employment practice for any public or nonprofit employer to:

(a) Prohibit any employee from discussing, either specifically or generally with any member of the Legislative Assembly, legislative committee staff acting under the direction of a member of the Legislative Assembly, any member of the elected governing body of a political subdivision in the state or any elected auditor of a city, county or metropolitan service district, the activities of:

(A) The state or any agency of or political subdivision in the state; or

(B) Any person authorized to act on behalf of the state or any agency of or political subdivision in the state.

(b) Prohibit any employee from disclosing, or take or threaten to take disciplinary action against an employee for the disclosure of any information that the employee reasonably believes is evidence of:

(A) A violation of any federal, state or local law, rule or regulation by the public or nonprofit employer;

(B) Mismanagement, gross waste of funds or abuse of authority or substantial and specific danger to public health and safety resulting from action of the public or nonprofit employer; or

(C) Subject to ORS 659A.212(2), the fact that a person receiving services, benefits or assistance from the state or agency or subdivision, is subject to a felony or misdemeanor warrant for arrest issued by this state, any other state, the federal government, or any territory, commonwealth or governmental instrumentality of the United States.

(c) Require any employee to give notice prior to making any disclosure or engaging in discussion described in this section, except as allowed in ORS 659A.206(1).

(d) Discourage, restrain, dissuade, coerce, prevent or otherwise interfere with disclosure or discussions described in this section.

(2) A public or nonprofit employer may not invoke or impose any disciplinary action against an employee for employee activity described in subsection (1) of this section or ORS 659A.212.

(3) It is an unlawful employment practice for any school services employer to invoke or impose any disciplinary action against a school services employee for reporting or filing a complaint alleging a violation of any law, regulation or standard pertaining to the COVID-19 pandemic.

(4) The remedies provided by this section are in addition to any remedy provided to an employee under ORS 659A.199 or other remedy that may be available to an employee for the conduct alleged as a violation of this section

(5) A violation of this section is a Class A misdemeanor.

Public Defense Services Commission  
AUDIT COMMITTEE CHARTER

Adopted: December 5, 2022

This document describes the authority, responsibilities, and structure of the Audit Committee (Committee), a Subcommittee of the Public Defense Services Commission (Commission).

#### A. Purposes

The Committee provides governance and oversight of Internal Auditing for the Commission and the Commission's Office of Public Defense Services (OPDS). The primary purpose of the Committee is to enhance the quality and independence of the audit function, thereby promoting the integrity of the internal and external audit processes. The Committee, in consultation with the Chief Audit Executive and OPDS executive leadership, sets the priorities of the Internal Audit function, promotes a strong internal control environment, and evaluates the adequacy of Management's responses to risks or weaknesses identified through audits, reviews, or other processes, including those performed by external parties. Committee Members are also involved in appraising the value of, and assuring the sufficient funding of, the Internal Audit function. The Committee shares the Commission's equity values, which inform the Committee's decisions.

#### B. Authority

In accordance with HB 5030 (2021), the Commission delegates authority to the Committee for accomplishing the duties set forth below. This structure mirrors executive branch Administrative Rules, internal audit professional *Standards*, and best-practices, which specify the audit committee as the governance body to which the Internal Audit function reports.

#### C. Duties

The Committee generally shall ensure the integrity and effectiveness of the Internal Audit function, and enhance the quality and independence of both external and internal audits. The Internal Audit function reports functionally to the Committee. In this role the Committee and its members shall:

- Assure the independence of the Internal Audit function, and annually obtain from the Chief Audit Executive: a statement of Code of Ethics compliance and disclosures of actual or perceived conflicts of interest;
- Provide input on risk assessments, which form the basis of the Internal Audit Plan;
- Provide input to, and approve, the Internal Audit Plan, which sets out goals, objectives, and a three-year work schedule;
- Receive internal and external audit reports. Evaluate audit findings, recommendations, and auditees' proposed mitigations in the context of the Commission's risk tolerance;
- Assure follow-up on Internal Audit report findings and recommendations to determine whether proper corrective action has been completed or that Management has explicitly assumed the risk of not taking the recommended corrective action;
- Advise Management, the Chief Audit Executive, and/or the Commission, as appropriate if, in the judgment of the Committee, Management is assuming an unreasonable level of risk;
- Be informed by the Chief Audit Executive, in writing, of scope or resource limitations placed on the Internal Audit function;
- Receive and review the Internal Audit annual report that is prepared for the Oregon Department of Administrative Services;
- At least annually report to the Commission on Committee activities;

Public Defense Services Commission  
AUDIT COMMITTEE CHARTER

- Obtain from the Chief Audit Executive an annual report on compliance with auditing *Standards* and any challenges in meeting these *Standards*.
- Monitor, and recommend actions to improve, the quality of the Internal Audit function;
- Participate in the performance appraisal of the Chief Audit Executive;
- Provide input on the Commission's requests for audits to be performed by the Secretary of State Audits Division or other independent consultants;
- Identify the level of audit resources that will provide the Committee and the Commission the desired amount and scope of information on which to make reliable risk-based decisions;
- Advocate for adequate budget resources to provide continuing professional education for Internal Audit staff, periodic external peer reviews as required by professional auditing *Standards*, and an adequate level of audit staff;
- Obtain periodic external peer reviews of the Internal Audit function (external Quality Assurance Reviews) that are required by Oregon Administrative Rules and audit *Standards*. Receive reports of external reviews, and direct changes and improvements recommended therein;
- Annually review and approve the charters of the Committee and of the Internal Audit function;
- Be advised by OPDS Management of the imminent appointment or dismissal of the Chief Audit Executive before such action becomes effective. Objections, if any, of such actions will be made part of the Committee minutes and forwarded to Management and the Commission;
- Consider the effectiveness and adequacy of, and compliance with, financial and programmatic internal control systems, including information technology security and control;
- Understand the scope of internal and external auditors' reviews of internal control over financial and performance reporting, and obtain reports on significant findings and recommendations, together with Management's responses. Review significant accounting and reporting issues, including those related to complex or unusual transactions, highly judgmental areas, and recent professional and regulatory pronouncements;
- Review with Management, and the Secretary of State Audits Division financial auditors, the results of the Audits Division's annual financial statement audit, including any difficulties encountered.
- Maintain the confidentiality of communications and deliberations.

#### D. Composition

The Audit Committee is composed of between seven and nine voting Members, a majority of whom shall not be employees of the OPDS or Members of the Commission. The Chairperson of the Committee shall not be an employee of the OPDS or member of the Commission. The Audit Committee includes the following Members:

- At least one Commission member, as appointed by the Commission Chairperson
- The OPDS Executive Director, or designee
- The OPDS Budget and Finance Manager, or designee
- Between four and six additional External Members, appointed by the Chairperson of the Committee, in consultation with the OPDS Executive Director or designee, the Chief Audit Executive, and the other Committee Members, and ratified by the Commission.
- The Chief Audit Executive serves as a non-voting member of the Committee.

Diversity and equity shall be considered in the selection of Committee Members. Failure to achieve or maintain a precise composition shall not prohibit the Committee from meeting or conducting activities.



#### E. Appointment, Terms and Succession

Candidates for the Committee may be nominated by any member, nominations should reflect the Committee's need for a variety of perspectives. The Chairperson will work with the OPDS Executive Director or designee, and the Chief Audit Executive, to initially screen candidates. The credentials of qualified candidates will be presented to the full Committee for deliberation and decision, to be ratified by the Commission.

OPDS managers and Commission Committee Members may serve for as long as they hold their positions. External Members are appointed for two-year terms, but with Committee approval may serve consecutive terms with no specified limit. However, the Chairperson will monitor turnover and take steps to bring in new Members at least every four years. Members considering resignation should attempt to notify the Committee sufficiently in advance such that a replacement can be brought on in time for the subsequent quarterly meeting.

The Chair of the Committee will be filled by a current Committee member. Members may volunteer or accept nomination from other members. The Chair's term will begin upon affirmative vote by a majority of members. The term of office for the Chair will be two years, with no term limits.

#### F. Meetings, Agendas, Minutes

The Audit Committee meets quarterly, with additional meetings held as necessary. Meetings are usually about two hours per session. Because of the amount of material typically covered during meetings, it is important that Members attend regularly, be punctual and come prepared, having reviewed the meeting materials. A quorum is necessary to hold a meeting and conduct business. Robert's Rules of Order shall guide proceedings. Should any action come before the Committee which requires a vote, and a Committee member has an actual or perceived conflict of interest, that member shall declare the conflict and refrain from voting on the action.

Standing agenda items include review and approval of the minutes for the prior meeting and roundtable time that allows Committee Members to bring forward any audit-related issues. Standing presentation and discussion of the state of OPDS operations and finances will be led by OPDS Management. The Committee may also invite guests, such as Secretary of State Audit Division managers, other OPDS managers, or stakeholders, to present topics that promote Committee effectiveness. The Chief Audit Executive will coordinate development of the remainder of the agenda by polling Committee Members one-to-two weeks prior to the quarterly meeting and three to five days prior to any supplemental meeting.

At least once a year, time on the agenda will be set aside for the external Audit Committee Members to meet with the Chief Audit Executive in the absence of Commission and OPDS managers. Likewise, during at least one meeting per year, time will be set aside for the Committee to meet in the absence of the Chief Audit Executive. At least once a year, financial and performance audit managers from the Secretary of State's Audits Division will be invited to a meeting, during which time shall be set aside for meeting with external Committee Members absent the Commission member, OPDS management, and the Chief Audit Executive.

OPDS Management will provide support staff to attend Committee meetings and prepare written minutes. The support staff will forward an electronic version of the minutes to the Chair and the Chief Audit Executive, who will distribute them along with any other material for review to Committee

Public Defense Services Commission  
AUDIT COMMITTEE CHARTER

Members at least five working days before the next scheduled meeting. A master file containing meeting agendas, minutes, and meeting materials shall be maintained by OPDS management.

END

---