

**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.  
Thursday June 6, 2024  
11:00 AM – approx. 12:00 AM PST  
Via Zoom\*

**MEETING AGENDA**

<b>Approx. Time</b>	<b>Item</b>	<b>Lead(s)</b>
	Welcome	Commissioner Mandiberg
20 min.	Audit Committee Charter, Review and Discussion	Commissioner Harris
20 min.	Executive Director, Evaluation Process	Commissioner Mandiberg
15 min.	Commission Best Practices Key Performance Measure	Eric Deitrick
5 min.	Other Business	Commissioner Mandiberg

*\*\*To join the Zoom meeting, click this link: <https://zoom.us/j/95130446796> 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. Listed times are an estimate, and the Chair may take agenda items out of order and/or adjust times for agenda items as needed.*

## APPENDIX B

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

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- of Administrative Services;
- At least annually report to the Commission on Committee activities;

- 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

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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.

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**Process for Directors of Small Independent Agencies, Boards, and Commissions**

**STEP ONE - Preparation**

Small independent agencies, boards, and commissions will complete agency head 360 evaluation following review timeline within statute, or at least every two years. Agency head must be in the role for at least a year before the Performance Review is conducted.

Agency Director and/or Board Chair or other delegate will work together and with HR manager (where applicable) to create a contact list and number of evaluators in the following categories:

All Direct Reports and/or Executive Team Members	As applicable
Parties of Interest (party benefits in some way from the relationship)	Up to agency discretion <i>Best practice = 12-15 evaluators</i>
Peers	
Board and Commission members	Where applicable
Agency Labor Leaders	Where applicable

*\*Evaluators should be selected who have the most access and interaction with agency Director*

**STEP TWO - Communication**

**Email announcement**

Board Chair/HR Manager or other delegate will send an email (example text below) to every evaluator notifying them that they've been selected to provide feedback on the Agency Director, and provide feedback platform (e.g. survey link, email, etc).

**Email Template Example** (From Board Chair/HR Manager)

Dear <evaluator's name>,

*In order to meet Governor Kotek's expectations that each agency Director and Executive Director be evaluated every 2 years, your name was provided by <Director's Name> of <Agency Name> to provide feedback on their performance. Below please find the link/option to complete your feedback.*

*The survey is composed of mostly multiple-choice questions with an opportunity to provide any additional comments you like. The survey should take no more than 20 minutes to complete. The answers will be amalgamated and anonymous. A summary of the multiple-choice results will be shared with the Board/Commission, Governor's Office and DAS Director to review with the Director. Please note, optional text fields will also be summarized and anonymous, your name will NOT be attributed to any responses. Please complete and submit the survey no later than 14 days to the date you received this invitation.*

*If you have process questions, please contact:  
Board Chair, HR Manager or other delegate*

**Schedule**

Agency Director evaluation will continue to follow schedule as laid out in statute, but at least every two years. Agency Director needs to be in the role at least 1 year before the Performance Review is conducted.

**Survey completion timeline**

Evaluators will have two weeks (10 working days) from receiving request to complete the survey.



### **Reminder emails**

Board Chair/HR Manager or other delegate will send out reminder email to evaluators, one week prior to the deadline, and another reminder the Friday before the Monday deadline.

## **STEP THREE - Completion**

Evaluators to complete the Agency Performance Review survey. See survey questions starting on page 3.

### **Thank You emails**

It is recommended that Agency Directors send out a thank you to each evaluator thanking them for taking time to fill out the survey and providing feedback. To help, Agency Directors will be provided with the thank you template below.

*Dear <Evaluator>.*

*Thank you for taking time to provide feedback on my performance as Director of <Agency name>. The feedback given provided important data that strengthens our organization and demonstrates <Agency name> commitment to the Governor's priorities of accountability and transparency in state government.*

*Your contribution to this process is appreciated.*

*<Director's name>*

*<Agency name>*

## **STEP FOUR – Evaluation**

### **Performance Evaluation Report**

Board Chair/HR Manager or other delegate will collect the data and aggregate it into an executive summary with the following elements:

- Director's Name
- Agency Name
- Number of responders, categories represented if available
- Aggregated scores for each of the survey questions
- Additional summarized comments and feedback

## **STEP FIVE – Sharing the Results**

Board Chair/HR manager or other delegate send the executive summary to the CHRO ([lucy.gardner@das.oregon.com](mailto:lucy.gardner@das.oregon.com)) and the Office of Accountability. The executive summary will be reviewed in a meeting with the State COO, Board Chair, and the Executive Director. The Governor's policy advisor can also be included in the review meeting.

CHRO will serve as a resource to provide, proctor, or secure areas of cause or concern identified by the Office of Accountability (e.g. Executive Coaching, Team Building, Strategic Planning, etc.).





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SMALL BOARDS AND COMMISSIONS MAY CHOOSE TO ADD ADDITIONAL QUESTIONS THAT APPLY TO THEIR BUSINESS; HOWEVER, THE FOLLOWING QUESTIONS MUST ALSO BE INCLUDED IN THE FEEDBACK REQUEST.

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**What is your professional relationship with this individual director?**

- *Direct report/ executive team member*
- *Person of interest*
- *Peer*
- *Board or Commission member (if applicable)*
- *Union leader*
- *Self (opportunity for self-evaluation)*

**Are you a Board/Commission Member?**

- Yes (If yes is chosen the following questions will apply)

**Additional Board or Commission Agency Questions (for board members)**

- What has the board done well or effectively to support the director?
- What might the board have done differently?
- What support is needed from the board moving forward?
- Please add these questions to the survey:

○

- No

**Additional Board or Commission Agency Questions (for the executive director's self-survey)**

- What has the board or commission done well or effectively to support you in your role?
- What might the board have done differently?
- What support do you need from the board moving forward?

**This individual promotes a customer service centered organization.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**This individual collaboratively manages the resources they are entrusted with to achieve the best possible outcomes for Oregonians.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**This individual embraces and leads through change.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe



**This individual creates and fosters an environment where everyone has access and opportunity to thrive.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**This individual owns and takes responsibility for quality of outcomes for Oregonians.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**This individual aligns to the goals and direction of the Governor.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**This individual operates with urgency, transparency, and accountability.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**This individual is honest and transparent regardless of the situation.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**This individual is consistent in communicating to their own agency what is happening at the enterprise level (executive branch).**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**This individual regularly shares what is happening within their agency.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe



**This individual builds DEI organizational capacity.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**This individual fosters and promotes an inclusive workplace environment.**

1. Unacceptable
2. Acceptable
3. Effective
4. Very Effective
5. No opportunity to observe

**What are some leadership strengths you've observed in this individual?**

**What are some leadership opportunities for growth in this individual?**

**Additional comments or feedback**

## **Boards and Commissions Best Practices Measure**

### **1. What's this about?**

Department of Administrative Services (DAS) and the Legislative Fiscal Office (LFO) were given a joint budget note for 2005-07 asking them to develop best management practices performance measures to be applied to governance boards and commissions. A recommendation was submitted to and approved by JLAC in July, 2006. In 2007-09 the Legislature added it to all governing Boards and Commissions.

### **2. What's the measure?**

The approved measure is "percent of total best practices met by the board." The measure is calculated as the percent of "yes" responses provided in a self-assessment of best practices. The Self-assessment Guidance that lists 15 best practices is provided in the recommendation. Applicable boards/commissions will need to conduct annual self-evaluations to gather information to report on the measure.

### **3. Who is impacted?**

The requirement is being applied to boards and commissions that meet the following criteria:

- The board/commission has an independent state budget or is included in another state agency's budget.
- The board/commission hires the agency or board's executive director.

These criteria focus on governing boards/commissions. A complete list of applicable boards/commissions is provided in the recommendation.

### **4. How often do we report on this measure?**

Yearly

## **Standard Measure – Percent of best practices met by the Board and/or Commission**

### **Self-Assessment/Best Practices Criteria**

1. Executive Director's performance expectations are current.
2. Executive Director receives annual performance feedback.
3. The agency's mission and high-level goals are current and applicable.
4. The board reviews the *Annual Performance Progress Report*.
5. The board is appropriately involved in review of agency's key communications.
6. The board is appropriately involved in policy-making activities.
7. The agency's policy option packages are aligned with their mission and goals.
8. The board reviews all proposed budgets (likely occurs every other year).
9. The board periodically reviews key financial information and audit findings.
10. The board is appropriately accounting for resources.
11. The agency adheres to accounting rules and other relevant financial controls.
12. Board members act in accordance with their roles as public representatives.
13. The board coordinates with others where responsibilities and interests overlap.
14. The board members identify and attend appropriate training sessions.
15. The board reviews its management practices to ensure best practices are utilized.
16. Others

### **Totals**

### **Percentage of Total**

# Overview of Best Practices

## Self Assessment Best Practices List

Best Practices Criteria	Yes	No
1. Executive Director's performance expectations are current.		
2. Executive Director receives annual performance feedback.		
3. The agency's mission and high-level goals are current and applicable.		
4. The board reviews the <i>Annual Performance Progress Report</i> .		
5. The board is appropriately involved in review of agency's key communications.		
6. The board is appropriately involved in policy-making activities.		
7. The agency's policy option packages are aligned with their mission and goals.		
8. The board reviews all proposed budgets (likely occurs every other year).		
9. The board periodically reviews key financial information and audit findings.		
10. The board is appropriately accounting for resources.		
11. The agency adheres to accounting rules and other relevant financial controls.		
12. Board members act in accordance with their roles as public representatives.		
13. The board coordinates with others where responsibilities and interests overlap.		
14. The board members identify and attend appropriate training sessions.		
15. The board reviews its management practices to ensure best practices are utilized.		
16. Others		
<b>Totals</b>		
<b>Percentage of Total</b>		