

**Members**

Robert Harris  
Susan Mandiberg  
Jennifer Parrish Taylor  
Adrian Smith

**Executive Director**

Jessica Kampfe



**Oregon Public Defense Commission  
Subcommittee on Governance**

Meeting will occur virtually.  
Wednesday, October 23, 2024  
10:00 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 commission 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. We are mindful of everyone’s busy schedule, particularly public defense providers, and we will adhere to the agenda of business unless the chair directs otherwise.

**MEETING AGENDA**

<b>Approx. Time</b>	<b>Item</b>	<b>Lead(s)</b>
5 min.	Welcome	Commissioner Mandiberg
5 min.	<a href="#">Audit Committee Charter</a> , Update on Progress	Commissioner Harris
15 min.	Amendments to <a href="#">Bylaws</a> , Discuss and Assign Tasks	Commissioner Mandiberg
15 min.	Guidelines for Commissioners Regarding Receipt of Emails, Discuss and Assign Tasks	Commissioner Mandiberg
15 min.	Fixed Dates for Future Subcommittee Meetings	Commissioner Mandiberg
5 min.	New Business	Commissioner Mandiberg

\*To join the Zoom meeting, click this link: <https://zoom.us/j/97715926979>

Please make requests for an interpreter 48 hours in advance for the hearing impaired, or other accommodation to [info@opdc.state.or.us](mailto:info@opdc.state.or.us).

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>.



## OPDC AUDIT COMMITTEE CHARTER

This charter defines the authority, responsibility, and structure of the Audit Committee (Committee), a “Special Committee” of the Oregon Public Defense Commission (OPDC or Commission). The Audit Committee is not a governing body.

### A. Purposes of the Audit Committee

“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<sup>1</sup>.”

### B. Authority

“Each agency having an internal audit function shall establish and maintain an audit committee<sup>2</sup>.”

### C. Duties

The Committee shall ensure the integrity and effectiveness of the Internal Audit function and provide guidance to enhance the quality of internal and external audits. Minimum committee governance requirements are outlined in Oregon Administrative Rule (OAR) 125-700-0135(5)(a) through (d).

The Committee and its members shall:

1. Ensure the independence of the Internal Audit function.
2. Obtain from the Chief Audit Executive annually: a statement of Code of Ethics compliance and disclosures of actual or perceived conflicts of interest.
3. Obtain from the Chief Audit Executive annually: a report on compliance with auditing Standards and any challenges in meeting these Standards.
4. Provide input on risk assessments, which forms the basis of the Internal Audit Plan.
5. Provide input and approval of the Internal Audit Plan, which establishes audit priorities, goals and objectives, and a three-year auditing work schedule.

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<sup>1</sup> OAR 125-700-0135(5), second sentence. Note: On January 1, 2025, OPDC will become part of the Executive Branch to which Oregon Administrative Rules apply.

<sup>2</sup> OAR 125-700-0135(5), first sentence.

6. Notify the Commission Chair in writing if the Chief Audit Executive provides written notification of a scope or resource limitation placed on the Internal Audit function.
7. 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.
8. Inform the Commission Chair and the Executive Director in writing of any concerns regarding the job description of an internal auditor.
9. Bi-annually review and assess the adequacy of the Audit Committee charter and report any concerns to the Commission.
10. Ensure follow-up of 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.
11. Advise Management, the Chief Audit Executive, and Commission (as appropriate) if, in the judgement of the Committee, Management is assuming an unreasonable level of risk.
12. 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.
13. Review internal and external audit findings, recommendations, as well as auditees' proposed mitigations and advise the Chief Audit Executive of any concerns.
14. Receive and review the Internal Audit annual report prepared for the Oregon Department of Administrative Services.
15. At least annually report to the Commission on Committee activities.
16. 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.

17. Periodically review significant exam findings by regulatory agencies, as well as audit findings and investigations of misconduct and fraud, to stay current on regulatory trends and relevant auditing matters.
18. Monitor the quality of the Internal Audit function and report to the Commission and Executive Director regarding actions to improve the function.
19. Participate in the performance appraisal of the Chief Audit Executive.
20. Provide input on any Commission request for audits to be performed by the Secretary of State Audits Division or other independent consultants.
21. Ensure periodic external peer reviews of the Internal Audit function (external Quality Assurance Reviews) required by Oregon Administrative Rules and Standards. Receive external peer review reports and direct any applicable changes and improvements recommended therein.
22. Review with Management, and the Secretary of State Audit's Division financial auditors, the results of the Audits Division's annual financial statement audit, including any difficulties encountered.
23. Maintain confidentiality of communications and deliberations.
24. Be informed by Agency Management of the appointment or dismissal of the Chief Audit Executive before such actions become effective. Objections, if any, of such actions will be made part of the committee minutes and forwarded to Management and the Commission.
25. Confirm annually, via Committee meeting minutes, that all responsibilities outlined in this charter have been carried out.

#### D. Composition

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

1. An Audit Committee Chair (an External Member).
2. At least one Commission member, as appointed by the Commission Chairperson.
3. The Agency's Executive Director, or designee.
4. The Agency's Budget and Finance Manager, or designee.
5. Between four and six additional External Members, appointed by the Chairperson of the Committee, in consultation with the Agency Executive Director or designee, the Chief Audit Executive, and the other Committee Members, and ratified by the Commission.
6. The Chief Audit Executive serves as a non-voting member of the committee.

Diversity, Equity, and Inclusion (DEI) 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.

Audit Committee Members must attend, virtually or in person, no fewer than 3 of 4 quarterly Audit Committee meetings in a rolling 12-month period, unless excused by the Committee Chair.

#### 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 Agency Executive Director or designee, and the Chief Audit Executive, to identify and initially screen candidates. The Audit Committee Chair then consults with the Audit Committee members and the Executive Director and appoints new members subject to ratification by the Commission at their next meeting opportunity.

Agency members and the Commission member serving on the Committee may serve for as long as they hold their positions. External Members are appointed to two-year terms, but may serve consecutive two-year terms with Committee approval, subject to ratification by the Commission. However, the Chairperson will monitor turnover and take steps to bring in new Committee 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.

External Members who fail to attend more than one quarterly meeting within a rolling 12-month period, unless excused by the Chair, **may be removed from membership by the committee chair.**

**Any member of the Audit Committee may be removed, with or without cause, by a majority vote of the Audit Committee.**

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. A quorum is composed of a majority of members and can only act with the affirmative vote of at least one external member.

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. In addition, each Committee meeting will include a report on the state of Agency operations and finances from Agency management. The Committee may also invite guests, such as Secretary of State Audit Division managers, other Agency 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 the Commission member and Agency management. 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 Audit Division will be invited to attend a Committee meeting, during which time shall be set aside for meeting with external Committee Members absent the Commission member, Agency management, and the Chief Audit Executive.

Agency Management will provide support staff to attend Committee meetings and prepare written minutes. The support staff will provide an electronic draft of the minutes to the Chair and CAE for review and revision, as necessary, within seven days following the meeting. The CAE will distribute the meeting agenda and meeting-related material to Committee 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 Agency management.

**Certain matters reviewed and deliberations by the committee may pertain to confidential information and may be exempted from public records disclosure.**

#### G. Conflict(s) of Interest

It is the responsibility of an Audit Committee member to disclose a conflict of interest, whether actual or perceived, to the Committee. If there is any question as to whether Audit Committee member(s) should recuse themselves from a vote, the Committee should vote to determine whether the member should recuse themselves.

October 2024 draft, numbered to make content more accessible & re-organized to consolidate topics – no material was omitted, but some grammar was adjusted. My changes in blue -- sfm

## OPDC AUDIT COMMITTEE CHARTER

This charter defines the authority, responsibility, and structure of the Audit Committee (Committee), a “Special Committee” of the Oregon Public Defense Commission (OPDC or Commission). The Audit Committee is not a governing body.

### A. Authority and Purposes of the Audit Committee

1. “Each agency having an internal audit function shall establish and maintain an audit committee<sup>1</sup>.”
2. “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<sup>2</sup>.”

### B. Duties

1. The Committee shall ensure the integrity and effectiveness of the Internal Audit function and provide guidance to enhance the quality of internal and external audits.
2. The Committee shall adhere to minimum committee governance requirements as outlined in Oregon Administrative Rule (OAR) 125-700-0135(5)(a) through (d).
3. The Committee and its members shall perform the following basic duties:
  - a. Ensure the independence of the Internal Audit function.
  - b. Provide input on risk assessments, which forms the basis of the Internal Audit Plan.
  - c. Provide input and approval of the Internal Audit Plan, which establishes audit priorities, goals and objectives, and a three-year auditing work schedule.
  - d. Inform the Commission Chair and the Executive Director in writing of any concerns regarding the job description of an internal auditor.

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<sup>1</sup> OAR 125-700-0135(5), first sentence.

<sup>2</sup> OAR 125-700-0135(5), second sentence. Note: On January 1, 2025, OPDC will become part of the Executive Branch to which Oregon Administrative Rules apply.

- e. Inform the Commission Chair in writing if the Chief Audit Executive provides written notification of a scope or resource limitation placed on the Internal Audit function
- f. 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.
- g. Ensure follow-up of 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.
- h. Advise Management, the Chief Audit Executive, and Commission (as appropriate) if, in the judgement of the Committee, Management is assuming an unreasonable level of risk.
- i. 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.
- j. Review internal and external audit findings, recommendations, as well as auditees' proposed mitigations and advise the Chief Audit Executive of any concerns.
- k. 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.
- l. Monitor the quality of the Internal Audit function and report to the Commission and Executive Director regarding actions to improve the function.
- m. Participate in the performance appraisal of the Chief Audit Executive.
- n. Provide input on any Commission request for audits to be performed by the Secretary of State Audits Division or other independent consultants.
- o. Ensure periodic external peer reviews of the Internal Audit function (external Quality Assurance Reviews) required by Oregon Administrative Rules and Standards. Receive external peer review reports and direct any applicable changes and improvements recommended therein.
- p. Review with Management, and the Secretary of State Audit's Division financial auditors, the results of the Audits Division's annual financial statement audit, including any difficulties encountered.
- q. Maintain confidentiality of communications and deliberations.
- r. Be informed by Agency Management of the appointment or dismissal of the Chief Audit Executive before such actions become effective. Objections, if any, of such



actions will be made part of the committee minutes and forwarded to Management and the Commission.

4. The Committee and its members shall **perform the following duties at least annually:**

- a. Obtain from the Chief Audit Executive ~~annually~~: a statement of Code of Ethics compliance and disclosures of actual or perceived conflicts of interest.
- b. Obtain from the Chief Audit Executive annually: a report on compliance with auditing Standards and any challenges in meeting these Standards.
- c. Receive and review the Internal Audit annual report prepared for the Oregon Department of Administrative Services.
- d. ~~At least annually~~ Report to the Commission on Committee activities.

5. **The Committee and its members shall perform the following duties periodically:**

- a. Bi-annually review and assess the adequacy of the Audit Committee charter and report any concerns to the Commission.
- b. Periodically review significant exam findings by regulatory agencies, as well as audit findings and investigations of misconduct and fraud, to stay current on regulatory trends and relevant auditing matters.
- c. Confirm annually, via Committee meeting minutes, that all responsibilities outlined in this charter have been carried out.

C. Composition

1. The audit Committee is composed of between seven and nine voting Members, a majority of whom shall not be employees of the Agency or Members of the Commission.
2. The audit Committee **shall** include the following members:
  - a. At least one Commission member, as appointed by the Commission Chairperson.
  - b. The Agency's Executive Director, or designee.
  - c. The Agency's Budget and Finance Manager, or designee.
  - d. Between four and six additional External Members, appointed by the Chairperson of the Committee, in consultation with the Agency Executive Director or designee, the Chief Audit Executive, and the other Committee Members, and ratified by the Commission.
  - e. The Chief Audit Executive, **who** serves as a non-voting member of the committee.

3. Committee Chairperson

- a. The Chairperson of the Committee shall be an external member, not be an employee of the Agency or member of the Commission
- b. The Chair of the Committee will be filled by a current Committee member. Members may volunteer or accept nomination from other members.
- c. The Chair's term will begin upon affirmative vote by a majority of members.
- d. The term of office as Chair will be two years, with no term limits.

#### 4. Terms of Office

- a. Agency members and the Commission member serving on the Committee may serve for as long as they hold their positions.
- b. External Members are appointed to two-year terms, but may serve consecutive two-year terms with Committee approval, subject to ratification by the Commission.

#### D. Appointment of [Committee Members](#)

1. Candidates for the Committee may be nominated by any member; nominations should reflect the Committee's need for a variety of perspectives.
2. The Committee Chairperson shall carry out the following duties [regarding appointment of committee members](#):
  - a. Monitor turnover and take steps to bring in new Committee Members at least every four years.
  - b. [Work with the Agency Executive Director or designee and the Chief Audit Executive to identify and initially screen candidates.](#)
  - c. [Consults with the Audit Committee members and the Executive Director to select new appointees.](#)
  - d. [Appoint new members subject to ratification by the Commission at their next meeting opportunity.](#)
3. Diversity, Equity, and Inclusion (DEI) 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.
4. Conflicts of Interest
  - a. It is the responsibility of an Audit Committee member to disclose a conflict of interest, whether actual or perceived, to the Committee.

- b. If there is any question as to whether Audit Committee member(s) should recuse themselves from a vote, the Committee should vote to determine whether the member should recuse themselves.

#### E. Removal of Committee Members

1. Audit Committee Members must attend, virtually or in person, no fewer than 3 of 4 quarterly Audit Committee meetings in a rolling 12-month period, unless excused by the Committee Chair.
2. External Members who fail to attend more than one quarterly meeting within a rolling 12-month period, unless excused by the Chair, **may be removed from membership by the committee chair.**
3. **Any member of the Audit Committee may be removed, with or without cause, by a majority vote of the Audit Committee.**
4. 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.

#### F. Meetings, Agendas, Minutes

##### 1. Meeting schedule, quorum, and member duties

- a. The Audit Committee meets quarterly, with additional meetings held as necessary. Meetings are usually about two hours per session.
- b. 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.
- c. A quorum is necessary to hold a meeting and conduct business. A quorum is composed of a majority of members.
- d. Audit Committee **action requires a quorum and** the affirmative vote of at least one external member.

##### 2. Agendas

- a. Standing agenda items include
  - i. Review and approval of the minutes for the prior meeting
  - ii. Roundtable time that allows Committee Members to bring forward any audit-related issues.
  - iii. A report on the state of Agency operations and finances from Agency management.

- b. The Chief Audit Executive (CAE) 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.
- c. The Committee may ~~also~~ invite guests, such as Secretary of State Audit Division managers, other Agency managers, or stakeholders, to present topics that promote Committee effectiveness.
- d. **At least once yearly, agenda items shall include:**
  - i. **A meeting between** external Audit Committee Members **and** the Chief Audit Executive in the absence of the Commission member and Agency management.
  - ii. **Time for the Committee to meet in the absence of the Chief Audit Executive.**
  - iii. At least once a year, financial and performance audit managers from the Secretary of State's Audit Division will be invited to attend a Committee meeting, during which time shall be set aside for meeting with external Committee Members absent the Commission member, Agency management, and the Chief Audit Executive.
- e. The **Chief Audit Executive** will distribute the meeting agenda and meeting-related material to Committee Members at least five working days before the next scheduled meeting.
- f. A master file containing meeting agendas, minutes, and meeting materials shall be maintained by Agency management.

### 3. **Staffing for Meetings**

- a. Agency Management will provide support staff to attend Committee meetings and prepare written minutes.
- b. The support staff will provide an electronic draft of the minutes to the Chair and **Chief Audit Executive** for review and revision, as necessary, within seven days following the meeting.

### 4. **Public Records**

**Certain matters reviewed and deliberations by the committee may pertain to confidential information and may be exempted from public records disclosure.**



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3. **Obtain from the Chief Audit Executive annually: a report on compliance with auditing Standards and any challenges in meeting these Standards.**
4. Provide input on risk assessments, which forms the basis of the Internal Audit Plan.
5. Provide input **and approval of** the Internal Audit Plan, which **establishes audit priorities, goals and objectives, and a three-year auditing work schedule.**

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6. **Notify the Commission Chair in writing if the Chief Audit Executive provides written notification of a scope or resource limitation placed on the Internal Audit function.**
7. 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.
8. **Inform the Commission Chair and the Executive Director in writing of any concerns regarding the job description of an internal auditor.**
9. **Bi-annually review and assess the adequacy of the Audit Committee charter and report any concerns to the Commission.**
10. **Ensure** follow-up of 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.
11. Advise Management, the Chief Audit Executive, and Commission (as appropriate) if, in the judgement of the Committee, Management is assuming an unreasonable level of risk.
12. 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.
13. **Review internal and external audit findings, recommendations, as well as auditees' proposed mitigations and advise the Chief Audit Executive of any concerns.**
14. Receive and review the Internal Audit annual report prepared for the Oregon Department of Administrative Services.
15. At least annually report to the Commission on Committee activities.
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17. Periodically review significant exam findings by regulatory agencies, as well as audit findings and investigations of misconduct and fraud, to stay current on regulatory trends and relevant auditing matters.
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22. Review with Management, and the Secretary of State Audit's Division financial auditors, the results of the Audits Division's annual financial statement audit, including any difficulties encountered.
23. Maintain confidentiality of communications and deliberations.
24. Be informed by Agency Management of the appointment or dismissal of the Chief Audit Executive before such actions become effective. Objections, if any, of such actions will be made part of the committee minutes and forwarded to Management and the Commission.
25. **Confirm annually, via Committee meeting minutes, that all responsibilities outlined in this charter have been carried out.**

#### D. Composition

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

1. **An Audit Committee Chair (an External Member).**
2. At least one Commission member, as appointed by the Commission Chairperson.
3. The Agency's Executive Director, or designee.
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5. Between four and six additional External Members, appointed by the Chairperson of the Committee, in consultation with the Agency Executive Director or designee, the Chief Audit Executive, and the other Committee Members, and ratified by the Commission.
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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 Agency Executive Director or designee, and the Chief Audit Executive, to identify and initially screen candidates. **The Audit Committee Chair then consults with the Audit Committee members and the Executive Director and appoints new members subject to ratification by the Commission at their next meeting opportunity.**

Agency members and the Commission member serving on the **Committee may serve for as long as they hold their positions.** External Members are appointed to two-year terms, but may serve consecutive two-year terms with Committee approval, subject to ratification by the Commission. However, the Chairperson will monitor turnover and take steps to bring in new Committee 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.

**External Members who fail to attend more than one quarterly meeting within a rolling 12-month period, unless excused by the Chair, may be removed from membership by the committee chair.**

**Any member of the Audit Committee may be removed, with or without cause, by a majority vote of the Audit Committee.**

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. **A quorum is composed of a majority of members and can only act with the affirmative vote of at least one external member.**

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. In addition, each Committee meeting will include a report on the state of Agency operations and finances from Agency management. The Committee may also invite guests, such as Secretary of State Audit Division managers, other Agency 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 the Commission member and Agency management. 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 Audit Division will be invited to attend a Committee meeting, during which time shall be set aside for meeting with external Committee Members absent the Commission member, Agency management, and the Chief Audit Executive.

Agency Management will provide support staff to attend Committee meetings and prepare written minutes. The support staff will provide an electronic draft of the minutes to the Chair and CAE for review and revision, as necessary, within seven days following the meeting. The CAE will distribute the meeting agenda and meeting-related material to Committee 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 Agency management.

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#### G. Conflict(s) of Interest

It is the responsibility of an Audit Committee member to disclose a conflict of interest, whether actual or perceived, to the Committee. If there is any question as to whether Audit Committee member(s) should recuse themselves from a vote, the Committee should vote to determine whether the member should recuse themselves.

## 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 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 and other members of the public with an interest in the provision of 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 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.**

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

## 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 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;
  - (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 in writing by the Chair.

**(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 auditors shall present an internal audit 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 and to deliberate on or discuss items that are likely to come before the Commission as an action item. A quorum is not required to receive testimony and similar input from staff or stakeholders and to ask questions of the person presenting.
  - (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.

(e) Public Comment.

- (i) 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.

- (ii) Written. Members of the public may submit written comments regarding items on the agenda of upcoming meetings.
- (iii) 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.
- (iv) 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.
- (v) Submissions received after a meeting and within 48 2 business days hours from the posted meeting time. shall be submitted to Voting and Non-voting Members and posted to the public on the OPDC website as soon as practicable; in addition, such comments shall be included in the material for the subsequent OPDC regular meeting.

### **(3) 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. (2)(b) except that the agenda may not contain any action items.
- (d) Materials. Materials shall be provided to members and posted on the OPDC website in accordance with section (2)(c).
- (e) Conduct of Informational Meetings. Informational Meetings shall be conducted in accordance with sec. (2)(d) with the following exceptions:
  - (i) Action items Commission Members may not make motions calling for votes and may not vote on action items during an Informational Meeting.
- (f) Public input
  - (i) Public input: oral. Members of the public who want to provide oral input are encouraged to register in advance as provided in conjunction with the meeting notice on the OPDC website; at the discretion of the Chair, members of the public who have not registered in advance may be allowed to provide oral input at the meeting.
  - (ii) Public input: written. Members of the public may submit written comments regarding items on the agenda of an upcoming informational meeting. Such written input shall be

submitted no later than two (2) business days after the meeting for which the comment is relevant.

**(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. Emergency meetings shall be conducted in accordance with sec. (2)(d), and the reason for the emergency shall be stated at the outset of the meeting.

(e) Public comment. Members of the public may apply to the Commission for the opportunity to comment in person at an emergency meeting. Such applications must be received by the Commission by two (2) hours prior to the emergency meeting. Members of the public

may submit written comments regarding matters discussed at the emergency prior to the meeting or up to 2 business days from the posted meeting time.

- (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.

## 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 OPDC providers and persons with lived experience in, or communities impacted by, 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).

(2) **Audit Committee.** OPDC may approve an audit committee charter and audit committee to assist OPDC auditors in their audit function. Any audit committee shall include one Voting Member of 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 OPDC providers and persons with lived experience in, or communities impacted by, programs under OPDC's jurisdiction.

## 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.