

Partnership for the Umpqua Rivers



1758 NE Airport Road
Roseburg, OR 97470
www.UmpquaRivers.org

Policy & Procedures Committee Meeting Agenda

Meeting Date: Wednesday, 21 March 2018

Meeting Time: 4:00-5:30 PM

Location: Cow Creek Tribal Offices

South Building Conference Room

2372 NE Stephens Street Suite 100, Roseburg OR 97470

- 1) Code of Conduct and Ethic Policy review and update
- 2) Article 2 Explanation review and update
- 3) Bylaws
 1. Draft New Article 7: Executive Director
 2. Next steps for Bylaw updates to Board
- 4) Next Meeting
 - i. Date
 - ii. Topics

Partnership for the Umpqua Rivers



1758 NE Airport Road
Roseburg, OR 97470
www.UmpquaRivers.org

Policy & Procedures Committee Meeting Notes

Meeting Date: Wednesday, 21 March 2018

Meeting Time: 4:00-5:30 PM

Location: Cow Creek Tribal Offices

South Building Conference Room

2372 NE Stephens Street Suite 100, Roseburg OR 97470

Meeting Started: 3:55 p.m. **Adjourned:** 6:00 p.m.

In Attendance: Eric Riley, Jason Robison, Walt Gaynor, Janet Perkins (meeting minutes)

Absent: Chris Strunk, Heather Bartlett, Aaron Ason, Darin McMichael, Walt Gaynor, Alan Bunce

1) Code of Conduct and Ethic Policy review and update

- Eric stated he doesn't know if anybody has sat down and read this in its entirety. Walt stated he has not. Eric stated we gave it out last month. Walt stated there is a reference to staff in here and but this is a code of conduct for Directors.
- Eric stated it is fairly extensive. It could be a whole two hour meeting and we may still not get all the way through it.
- Jason asked do we maybe have the P & P Committee review this and get comments back to Chris prior to our next meeting and spend a little more time next meeting as a single item on the agenda.
- Eric stated the background to this is he was asked to put something together. This is a combination of three documents. Jason stated, yes. Walt asked if this should reference staff. Eric stated he doesn't think this should reference staff. Jason stated we need to focus on tightening this up on who this is referring to.
- Jason stated he thinks lets send out another email and attach this again to all the active P & P members and set a deadline. Let them know we are going to be discussing this as an agenda item for the next meeting and ask them to send their comments to Eric and Chris by a specific date. He thinks that will save us time.
- Walt stated from his understanding this is a reference to the conduct of a Director or a committee member who is either the general public or a member of the organization.
- Eric stated again this is a starter. Walt stated he is just trying to get in his head what is the purpose of this document. Jason stated he thinks that as we read through this those

are some comments he thinks we need to provide. Even to the point where rather than saying we are adopting this it is the intention of the PUR Board that we conduct ourselves according to and really fine tune the language.

2) Article 2 Explanation review and update

- Eric stated the Article 2 explanation was a desired this is what our Bylaw Article 11 says the reason you are being invited to the annual meeting is because we are having a voting of the members. We currently have 41 members.
- Walt asked if explanation review is what we were putting out to the public to explain. Eric stated this would go out to members.
- Walt asked if we were hoping to do this in person at an annual meeting. Eric stated yes this will go out to the members. We have to invite the members 60 days prior.

3) Bylaws

- Draft New Article 7: Executive Director
 - Walt stated the question regarding Article 7 was what is the intent of having it? Is it going to be specific to the Director? Is it specific to staff? Or does it simply reference other parts of policy? Jason stated to him this looks like it can all be covered under policy. Walt stated, “Mr. Riley you felt like it would be appropriate to have something in here though”. Eric stated he agreed with Mike Gerel. His recommendation was 7.1 and only 7.1. Everything other under consideration is stuff he made up based on our Bylaws. It is mostly out of Eric’s position description. Eric stated the Executive Director has a different relationship to the Board than the remainder of the staff does. That lays it out.
 - Walt stated one question would be, there are some organizations that don’t have a pyramid structure where staff report to the Board. We are saying this is the structure we currently want. Are we saying that in the Bylaws or do we say that in the policy?
 - Jason stated the Executive Director now has certain roles that were clarified in some of the revisions to the other portions of the Bylaws. He thinks if we just mention in there that the Board may employ an Executive Director. He doesn’t think we need all the rest of this stuff in here. That can all be handled through policy. Eric stated and through position description which Walt brought up and he tends to agree.
 - Eric stated the reason he thinks Mike Gerel put this in here is it provides a separation between the staff and the Executive Director. He is a little different than the rest of the staff. Walt stated but technically you are staff. Eric stated yes. It separated the hiring and firing piece of his role versus the Board’s role in that for the remainder of the staff.
 - Walt stated but that could change depending on the Board. But then that would be a Bylaws change. Is that the best way to structure that? Eric stated it depends on how resolute the Board is in our current staff structure. We fought for it to be the way it is now. Walt stated part of him is struggling with that. On one hand sometimes you need the support of the Executive Committee or the Board and sometimes you need them to not meddle. For example a Junior Executive Director might not have this written the same way because they may not take care of all the hiring and firing.
 - Walt stated if we put in a big clause here that says the Board can change its mind about hiring and firing we won’t modify this document. Because it says subject to the discretion of the Board. So how much do we want to put in the Bylaws at all if

it's still subject to the Board? We can change policy conveniently. We can't change Bylaws conveniently.

- Walt asked what Mike Gerel's motivation was. Eric stated it specified the authority of the Executive Director. He didn't have a whole lot around this. Eric thinks this puts into corporate record that the Executive Director has certain authorities other staff do not.
- Walt stated what has crossed his mind a number of times is calling the person an Executive Director versus having Directors on the Board. The title of general manager, operations manager, whatever seems like there is a little more defined understanding built in the title alone. When you call somebody the Executive Director and there is a Board of Directors in other organizations is the E.D. part of the Board? Eric stated in some they are. Walt stated so by title Eric is a Director but not on the Board of Directors which is a little bit goofy to him. That is why is struggling with what part we want to clarify here. You have an Executive Director but he's not on the Board of Directors.
- Eric stated he can go either way on this. He thinks Mike Gerel's intent was to provide a little separation in distinguishing or identifying the role of the Executive Director separate from the remainder of the staff. Walt stated he also thinks it is important to understand the role in relation to the Board.
- Eric stated the more he thinks about it the more he thinks less is better. He doesn't know if we need what is in his position description. That truly was a copy and paste. Walt stated that last statement though is relevant regardless of Eric's position description.
- Jason stated we have our Bylaws and within those we have a statement that says we can hire an Executive Director. Depending upon how much information you want to describe to kind of hold that true in the Bylaws versus how much you want to do in the policy he would keep the Bylaw stuff very short. He thinks having some disconnection from the Board when it comes to personal responsibility and things is good. He also thinks the Board needs to have discretion to set those limitations and boundaries. What he would say is we have the ability to hire an Executive Director and we also have the ability to set forth any limitations on that hiring as a Board as possible. Which could be done through policy, resolution or what not.
- Walt stated when we went through the committee descriptions the Executive Committee had no absolute authority on anything including what they used to have which was the determination of compensation. That did not go to the Board. Now it does. Technically you're not supervised by anybody but the Board as a whole. Because the Executive Committee does nothing but make recommendations.
- Jason stated that's kind of where he is coming from. The Board still has the ultimate authority to set those things. One thing we could put in here is, "and carry out the duties set by the Board" and/or we could put in "delegated by the Board to". He thinks in the Bylaws we need to keep it high level. The Board has the ultimate authority. Also in the Bylaws the Board has the authority to create policies, to create direction.
- After much discussion it was decided to change 7.1.1 to read: "The Board may, as finances permit, employ an Executive Director. Notwithstanding any limitations provided by these Bylaws (add Article 8/9) and/or the Board, the Executive

Director shall have the day-to-day responsibilities for the organization, including carrying out the organization's goals and policies as set by the Board including; but not limited to, fiscal management, personnel management, and execution of contracts and agreements".

- After much discussion it was decided to move to 7.1.2 to read, "The Executive Director shall work at the pleasure of the Board, attend all Board meetings, report on the progress of the organization, and carry out the duties set by the Board".
- After much discussion it was decided to have 7.1.3 read, "Any direction provided by the Board to the Executive Director shall be directed through the President and/or Executive Committee. No individual Director or Alternate shall provide direction on behalf of the Board without the authorization of the Board".
- After much discussion it was decided to change the title to read, "Article 7. Executive Director and Authorities".
- After much discussion it was decided to remove 7.2 and 7.3.
- Next steps for Bylaw updates to Board
 - Not discussed at this meeting.

4) Next Meeting

i. Date

- The next meeting is scheduled for April 18, 2018 from 4:00 – 6:00 pm. Eric and Jason will both be out that day. Eric is going to touch base with Chris to see if he would like to move the next meeting to April 19, 2018 from 3:00 – 5:00 pm.

ii. Topics

- Code of Conduct and Ethic Policy review and update