

**Travel Information Council
Telephonic Council Meeting
Friday, June 27, 2014**

Council Participating:

Gwenn Baldwin, Chair, 3rd Congressional District
Charlotte Lehan, 5th Congressional District
Danuta Pfeiffer, 4th Congressional District
Kathy Watson, 2nd Congressional District

Mike Drennan, Member-at-Large
David Lohman, OTC Representative
Bob Russell, Vice Chair

Council Absent:

Ed Washington

OTE Staff Participating:

Kyle Walker, CEO
Jenn Smith, Executive Assistant
Diane Cheyne, Sign Operations Director
Madeline MacGregor, Chief Communications Officer
Annie von Domitz, Chief Community Assets Officer

Tim Pickett, COO
Jason Nash, Rest Area Operations Manager
Angelique M. Goldschmidt, Chief Human Resources Manager
Heather Wyland, Chief Rules & Policy Advisor

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- A) **Introductions:** Council and staff introduced themselves.
- B) **May 20, 2014 minutes:** Lohman made a motion to accept the minutes as presented. Russell seconded the motion. Baldwin noted a clarification on page 8 that the intent was not to set policy. The motion passed unanimously.
- C) **Public Comment:** Baldwin called for any public comment – there was not any.
- D) **French Prairie Janitorial Contract:** Nash reviewed that it would be more efficient use of staff's time to work on projects in the rest area than cleaning the bathrooms. The RFP process had taken place and the lowest bid was \$80,004 per year for janitorial. Russell made a motion to approve the staff recommended bid. Mike 2nd, motion passed unanimously.
- E) **French Prairie Kiosk Contract:** Von Domitz reviewed the concepts for the new kiosk. She informed the Council that Clackamas County will be contributing \$25,000 to the project and she was requesting funds up to \$30,000. Baldwin asked if there will be a locked cabinet for the new digital kiosk – von Domitz responded that there will be. Lehan asked about the time-frame for completion – von Domitz said it would be September. Lohman made a motion to approve up to \$30,000 for the French Prairie kiosk renovation; Watson 2nd. Motion passed unanimously.
- F) **Opiniator Pilot Survey Results:** Von Domitz revealed that the pilot project with Opiniator was not working out and staff will be exploring other options to get the information needed from rest area visitors. One option may be a cell phone and text connection.
- G) **Council Operating Procedures:** Baldwin reminded the Council that most of the changes to the Procedures were approved in May. The document presented represents what was approved and other Executive Committee proposed changes.

The first recommended change Baldwin presented was the language in the Executive Director/Chief Executive Officer (CEO) section and that the OTE salary guidelines are included in the Council adopted budget. Russell suggested that the wording presented was awkward. Russell made a motion that the Council approved the changes in section 1 of the Executive Direction section with the changes: striking the words “that is” and “Council adopted”.

Smith interjected that due to the currently approved Operating Procedures, the proposed amendments cannot be changed without an additional 30 day notice. However, if the Council chooses to approve the deletion of that requirement (which has had a 30 day notice) they may go back and change any wording they would like.

Based on that information, Russell withdrew his motion.

Baldwin suggested that Council discuss the proposed changes under the Amendments section. Russell made a motion to adopt the changes under the Amendments section as written so that Council can then further amend language within the document. Drennan 2nd; the motion passed unanimously.

Pfeiffer expressed concern that the language states that only the Executive Committee can make recommend changes to the Operating Procedures. Russell made a motion to delete “articles of incorporation”, “regular” and the sentence “Any proposed changes to the operation procedures must be recommended by the Executive Committee for Council consideration for approval or amendment.” from sub-section 1. under Amendments. Pfeiffer 2nd; motion passed unanimously.

Pfeiffer asked for clarification about the language in sub-section 4. under Committees regarding the Executive Committee having oversight of the CEO’s adherence to Council-adopted policies between Council meetings. The concern was that under the Executive Director section, it does not state that the Executive Director does not have to adhere to Executive Committee oversight. She asked if the CEO is supposed to report to the Executive Committee. Baldwin said that the CEO reports to the full Council and various Council members have different roles within that relationship. Baldwin suggested that the Council address this issue during the discussion of the Executive Committee section.

Russell made a motion to modify the proposed language in sub-section 1. of the Executive Director section to delete the words “that is” and “Council adopted”. Watson 2nd; motion passed unanimously.

Baldwin reviewed the new proposed language in sub-section 4. of the Committee section. She explained the new language regarding oversight of the CEO adhering to Council policies was simply to make sure things stayed in-line to what the Council intended – not create new policies. The Executive Committee may only make recommendations to the Council and/or provide direction to staff on policies in place.

Lehan felt the proposed change was a significant change she was not comfortable with it. She said that serving as a resource is significantly different than providing oversight. She thinks that oversight of adherence is a Council responsibility not an Executive Committee responsibility. Drennan asked what would happen between Council meetings; should a full Council meeting be called? Lehan said if it was serious enough to warrant a full Council meeting then one should be called. If it’s not that serious, wait until the next scheduled meeting. Pfeiffer concurred with Lehan and felt the language undermined the authority of the CEO and the whole Council. Lohman said he thought it was a limited authority given to the Executive Committee and thought it was appropriate. Lehan suggested anyone on Council should be able to discuss adherence to policy, and if they can why does this language need to be part of the Operating Procedures?

Baldwin said that DOJ recommended the language for clarity. She also said it allows for things to be addressed between meetings. Lehan said she didn’t think it was a clarification; instead it is a significant shift. She was concerned that the Executive Committee is given the authority to not only interpret the policies, but to also to direct the CEO on how to act on them. Russell said the purpose of the revisions in this section is due to the fact that in the old language the Executive Committee was involved in the administration of the agency and did not want to; this makes it so the Executive Committee is only involved in policy. Drennan stated that there needs to be a level of trust of the elected Executive Committee as leaders of the Council. Lehan said that it seems the CEO has been trusted to follow the procedures and if the CEO is so off direction, that warrants a full Council discussion. She said it seems to undermine the authority of the CEO.

Watson said that with the semi-independent status of the agency it was important for the Council to have more oversight between meetings, especially the financial aspect.

Pfeiffer said the language sounded like micro-management of the CEO.

Russell made a motion to adopt all of proposed language of sub-section 4 under Committees; Drennan 2nd. Lohman proposed an amendment to add the words “and other matters” to the sentence in bold. Russell accepted the amendment. Pfeiffer asked the word “oversight of” could be changed to “acts as a resource to”. Baldwin said the word resources implies it’s a one-way relationship and the Executive Committee could not bring up issues unless it was invited. Pfeiffer made an amendment to change the language from oversight to resources; Lehan 2nd. Pfeiffer & Lehan voted to accept the amendment. Baldwin, Russell, Watson, Lohman and Drennan voted against accepting the amendment. The amendment did not pass. Baldwin, Russell, Watson, Lohman and Drennan voted to approve the motion. Pfeiffer & Lehan voted against accepting the motion. The motion passed.

Baldwin reviewed the proposed language for the Finance Committee. Lehan asked if there was a way to make sure the membership of the Finance Committee was not the exact same as the Executive Committee. Baldwin said that no there is not. Drennan added that the idea was to have the most financially experienced members on the Finance Committee. Lehan expressed concern about the fact that the members of both Committees are the same.

It was then reviewed how Committee members are assigned. Generally, they are self-selecting, however the Council Chair can appoint member to a Committee.

Russell made a motion to accept the proposed language in sub-section 5. Finance Committee under Committees; Lohman 2nd. Lehan said she will not be voting for this motion because of the staff oversight issue. Baldwin, Russell, Watson, Lohman and Drennan voted to approve the motion. Pfeiffer & Lehan voted against accepting the motion. The motion passed.

Baldwin reviewed the reasoning behind the proposed language in sub-section 9. Sign Policy Committee under Committees. Russell made a motion to repeal sub-section 9 and conform the language throughout the document to delete Administrative Rules Committee – there will not be a standing Sign or Administrative Rules Committees but will have a Rest Area Committee; Lohman 2nd. The motion passed unanimously.

Russell made a motion to change the Heritage Committees from “Advisory” to “Select”. Drennan 2nd; motion passed unanimously.

H) Other Business

1. **Updates: Sign rate increase:** Cheyne updated the Council on the new fee schedule. As requested she recalculated the numbers so there was not a net loss. She also told them that the letters and information will be sent to customers soon.
2. **Council Governance Calendar:** Walker reviewed the calendar of the meetings (approximately 37 per year) and reports that take place throughout the year.

Watson suggested that the Council retreat take place sooner than later and perhaps add an extra day to the September Council meeting. It was agreed it was important for the whole Council to attend. Staff was asked to send a poll out to see who would be available.

3. **Heritage Committee Reports:** Lehan reported that Heritage Tree Committee had just dedicated the Aurora Black Walnut and it was a successful event.
4. **Executive Committee Report:** Baldwin reviewed the last meeting; it entailed discussing getting meeting materials out 2 weeks ahead when possible, talking about schedule and telephonic meetings and schedule of CEO evaluation.

Adjournment: Meeting was adjourned at 12:06 pm.

Respectfully Submitted,

Kathy Watson
Secretary