



**Prosper Portland
North/Northeast Community Development Initiative**

Oversight Committee Charter

Background

The N/NE Community Development Initiative Action Plan (“**Action Plan**”) has been developed to guide how Prosper Portland invests the remaining \$32 million in Tax Increment Financing (“**TIF**”) resources for economic development in the Interstate Corridor Urban Renewal Area (“**Interstate Corridor URA**”). The goal of the N/NE Community Development Initiative (“**CDI**”) is to use Prosper Portland TIF resources to foster economic prosperity among communities and individuals that have not fully participated in, or benefited from, economic opportunities in the Interstate Corridor URA, particularly, but not limited to, African Americans and other people of color.

**Article I
N/NE Community Development Initiative Oversight Committee**

The name of this Committee shall be the Prosper Portland North/Northeast Community Development Initiative Oversight Committee (“**Oversight Committee**”). Creation of the Oversight Committee has been facilitated by Prosper Portland for the purpose of providing advice and oversight to Prosper Portland and its community development partners with regards to the implementation of the Action Plan. The Oversight Committee shall work closely with Prosper Portland staff to achieve the objectives of the N/NE Community Development Initiative.

**Article II
Mission Statement and Purpose**

The African American community and other communities of color have experienced significantly restricted access to employment and wealth creation opportunities within the Interstate Corridor URA – even while other communities and businesses have seen significant gains. This disparity has hindered economic opportunities and reduced community capacity to support cultural and community assets. The Action Plan and the investments directed therein, is therefore specifically designed to ensure the remaining Interstate Corridor economic development resources are directed towards long-term and former members of the community who have not benefited from the impact of public and private investments to date. The Action Plan places special emphasis on reaching the African American community, because African Americans have constituted by far the largest minority population in the URA since its inception.

The Oversight Committee is created to ensure accountability and provide advice for the implementation of the Action Plan. The primary focus of the Action Plan is to foster economic empowerment through wealth creation strategies. The Oversight Committee, working with Prosper Portland, will review, advise and monitor investments according to the strategic policy areas, timelines, metrics, and allocation amounts outlined in the Action Plan. The Action Plan calls for Prosper Portland to invest remaining Interstate Corridor URA TIF resources as follows:

Foster Multi-Generational Wealth Creation and Community Assets	Proposed Five-Year Allocation	Estimated Number Assisted with Grants and Loans
1. Promote Property Ownership and Redevelopment	\$10,750,000	44 property owners
2. Support Business Ownership and Growth	\$9,250,000	55 business owners
3. Invest in New and Existing Homeowners	\$5,000,000	60 homeowners
4. Advance Community Livability Projects	\$2,500,000	20 non-profits
5. Catalyze Cultural-Business Hub(s)	\$4,500,000	1-2 projects
Total	\$32,000,000	

The Action Plan is a living document, and the Oversight Committee may recommend adjustments of the investment allocation to take advantage of unique opportunities to promote wealth creation and/or to place resources where demand and the market conditions are the strongest.

Article III Membership Responsibilities

Working collaboratively with Prosper Portland, the Oversight Committee members are expected to:

- Prepare for, attend and actively participate in Oversight Committee meetings; and,
- In order to ensure the quality of the meeting agenda, please notify the Prosper Portland Project Manager and the Oversight Committee chair or co-chairs of meeting absences within two weeks of the scheduled meeting .

Working collaboratively with Prosper Portland, the Oversight Committee members have the authority to:

- Review and provide feedback regarding quarterly updates on the allocations of TIF funds in the various investment categories outlined in the Action Plan;
- Actively participate in subcommittees that are established to work collaboratively with Prosper Portland in implementation of the Action Plan;
- Advise and make recommendations to the appropriate leadership body (i.e. Prosper Portland Executive Director and Board of Commissioners, and/or City Council) about key issues related to implementation, including, but not limited to: outreach to intended beneficiaries, partnerships with community-based organizations and leaders, and Prosper Portland grant, lending and small business technical assistance services; and,

- Work with Prosper Portland staff to prepare and provide an annual update of the Action Plan implementation to the Portland City Council and/or the Prosper Portland Board of Commissioners.

Article IV Members

Section 1. Selection Criteria

The Oversight Committee is composed of 11 members representing a variety of subject expertise and interests, and a deep knowledge of the communities that are intended to benefit from Action Plan investments. The original Oversight Committee members were selected by Prosper Portland following an open solicitation of interest. Prosper Portland, in consultation with the Oversight Committee, will select new members of the Oversight Committee, if and as vacancies arise, on the Oversight Committee.

Section 2. Appointment Term

Original Oversight Committee members' initial, formally-chartered term shall run for 2 years from January 1, 2018, to December 31, 2020.

Subsequent appointments to the Oversight Committee shall be for 2 years, running from the date of appointment until the second anniversary of the appointment.

Members may serve more than one term on the Oversight Committee.

Section 3. Ground Rules

The Oversight Committee represents a diversity of expertise, skills and viewpoints. Members are expected to:

- Listen carefully and speak honestly;
- Respect the views of others;
- Keep an open mind;
- Critique issues, not people or organizations;
- Allow everyone to speak without dominating the conversation;
- Take responsibility for the success of the meeting and the Oversight Committee decisions; and,
- Listen and weigh all concerns relevant to the Action Plan within the entire ICURA.

Section 4. Attendance

For the first year of its existence, the Oversight Committee will meet at least every month. Thereafter, the Oversight Committee shall meet at least once per calendar quarter. With proper public notice, additional meetings may be scheduled as needed.

Each member shall attend all meetings.

Attendance may include physical presence or participation by conference call, internet or by use of other technology including teleconference. An Oversight Committee member who has participated in at least 25% of an official meeting shall be considered to have attended such meeting.

A member who has a “reasonable excuse” not to attend a regularly scheduled meeting shall provide an explanation of the absence to the Oversight Committee Chair or Co-Chair and Prosper Portland Project Manager two weeks prior to the meeting. If two week prior notice of a meeting absence is not possible (i.e. emergency situation), attendance failure may be excused. “Reasonable excuse” for a meeting absence is one or more of the following:

- a. Illness;
- b. Family leave;
- c. Emergency; or
- d. Conflict with a Committee member’s regular non-Committee employment schedule.

During the first year of the Oversight Committee, more than 2 unexcused meeting absences will disqualify a member from continued membership on the Oversight Committee. After the first year of the Oversight Committee, more than 4 unexcused meeting absences will disqualify a member from continued membership on the Oversight Committee.

Section 5. Chair and Co-Chair

The Chair and Co-Chair will be voted on by the Oversight Committee to serve a term of one-year. Upon election, the Chair and Co-Chair will select alternates from the membership of the Oversight Committee, should they be unable to attend any future meetings.

The Oversight Committee Chair shall:

- Represent the perspective of the Oversight Committee as a whole, and advocate for the whole Oversight Committee;
- Be the spokesperson for the Oversight Committee to the Prosper Portland Board of Commissioners, the media and the community, in coordination with Prosper Portland staff;
- Be the initial contact for other Oversight Committee members’ concerns, questions or suggestions regarding Oversight Committee procedures and agenda;
- Consult with the Prosper Portland Project Manager and Facilitator on scheduling meetings and preparing the meeting agenda; and,
- Unless a Facilitator is present to assist with the meeting and perform the following functions, the Chair shall preside over Oversight Committee meetings, including responsibility for, but not limited to:
 - a) Calling the meeting to order;
 - b) Keeping order and imposing any reasonable restrictions necessary for the efficient and orderly conduct of a meeting;
 - c) Managing discussion and debate in a neutral manner, providing equal opportunity for all Oversight Committee members to participate;
 - d) Ensuring that at each regular Oversight Committee meeting there is an opportunity for anyone from the general public to address the Oversight Committee;
 - e) Accepting motions and amendments from Oversight Committee members; and conducting a vote per these procedures;
 - f) Declaring the results of Oversight Committee votes;
 - g) Declaring a meeting adjourned; and,
 - h) The Chair, in consultation with the Prosper Portland Project Manager, Facilitator and the Oversight Committee members, shall determine the agenda for each meeting, which sets forth the order of business.

Section 6. Removal of Chair, Co-Chair

If the Oversight Committee Chair, Co-Chair or any Facilitator proves ineffective, any Oversight Committee member, in consultation with Prosper Portland staff, may request the replacement of the Chair and Co-Chair by a majority vote of the Oversight Committee. Ineffectiveness includes, but is not limited to:

- Lack of consistent attendance;
- Violating applicable conflicts of interest, public meeting or public records regulations; or
- Behavior that disrupts the decision-making process or that presents a threat to others.

Section 7. Voting Procedures

Oversight Committee recommendations represent a broad base of collective wisdom about city priorities and services and needs. The Oversight Committee intends to work by consensus in making decisions or in developing recommendations to be forwarded to the appropriate individual or body.

If consensus cannot be reached and an issue or action requires a formal decision of the Oversight Committee, such decision shall be made by open vote of a simple majority of a quorum of the Oversight Committee, provided that a quorum of the Oversight Committee is seated in a properly noticed meeting. The Chair will tabulate and announce the result of any such vote.

In the event of a tie vote, the decision will be delayed until all members can participate in the voting.

Section 8. Subcommittees

Subcommittees composed of not more than five (5) Oversight Committee members may be formed by action of the Oversight Committee to accomplish specific tasks, or work outside of regularly scheduled meetings of the full Oversight Committee, in support of the Oversight Committee as a whole (i.e. creation of Project Charter, report finalization and presentation, brainstorming).

No final decision or binding action for the Oversight Committee shall be made or taken by any subcommittee, and subcommittee members may not speak on behalf of the Oversight Committee without express permission of the Oversight Committee.

Subcommittees may make preliminary recommendations to the full Oversight Committee, and the Oversight Committee may then finalize any such action(s) or recommendation(s) to Prosper Portland Executive Leadership or other relevant government decision-making bodies.

Subcommittee responsibilities may include, but are not limited to:

- a) Reviewing proposals and making recommendations to the full Oversight Committee regarding the selection of Notification of Funding Availability (“**NOFA**”) for TIF-sponsored programs within the ICURA, such as the Business Cultural Hub development proposals;

- b) Reviewing grant proposals and making recommendations to the full Oversight Committee regarding the selection of the Community Livability Grant, an annual grant program that provides support for non-profit organizations; and,
- c) Reviewing proposals and making recommendations to the full Oversight Committee regarding the selection of a N/NE Business Navigator who will serve in that capacity for a three-year contract.

Section 9. Vacancies

If a vacancy should occur in Oversight Committee membership, the Oversight Committee shall work with Prosper Portland staff to implement a transparent process and make a final recommendation on filling the vacancy. Prosper Portland's Executive Director shall review Oversight Committee's recommendation and make the final selection. Potential new members shall have experience with diverse communities.

Section 10. Quorum

The Oversight Committee shall generally be composed of 11 members and a quorum of the Oversight Committee shall generally be composed 6 Oversight Committee members. In the event there are less than 11 members officially seated on the Oversight Committee at the time of a given meeting, then half of officially seated committee members, plus one, at the time of said meeting, shall constitute a quorum.

A quorum of the Oversight Committee may not convene to discuss matters relevant to the work of the Oversight Committee outside of a properly noticed public meeting.

Section 11. Compensation

Members of the Oversight Committee shall serve without compensation. Members may not be advanced or reimbursed for expenses incurred in the execution of Oversight Committee duties.

Any Facilitator engaged by Prosper Portland to assist the Oversight Committee with neutral meeting facilitation and agenda-setting, or other duties for the benefit of the Action Plan and the Oversight Committee, shall have proficient facilitation and leadership skills. All professional service contractors will adhere to all rules applicable to Oversight Committee members with regard to ethics, conflicts of interest, and public meetings.

Prosper Portland staff will inform the Oversight Committee Chair of media requests to Prosper Portland about, and of any major announcements regarding, the CDI or the Action Plan.

Article V

Section 1. Disclosure – Conflict of Interest – Ethics – Public Meetings & Records

The Oversight Committee shall conform to Prosper Portland ethics, disclosure, public meetings and public records requirements.

All meetings of this Oversight Committee are considered public meetings. The Oversight Committee will provide meeting notices, keep records, and abide by all standards and practices required of public meetings and public bodies by applicable law. Meeting recording may include written minutes, audio and video recording.

The Oversight Committee is committed to creating a high level of transparency and openness between itself and governmental entities and the public. Unless there are compelling reasons to the contrary, the Oversight Committee intends to provide all relevant Oversight Committee information to interested parties.

Oversight Committee members shall review Prosper Portland ethics, disclosure, public meetings and public records requirements and execute related documents such as disclosures or consents as may be necessary for policy oversight or management.

Oversight Committee members shall not engage in any acts of self-dealing and shall avoid all conflicts of interest while serving on the Oversight Committee through disclosure and/or recusal, as appropriate.

"Conflicts of interest" shall include, without limitation, any decisions or actions by an Oversight Committee member that may, either directly or indirectly, result in a financial benefit to any business or entity in which the Oversight Committee member or their family has any financial interest.

If an Oversight Committee member is found to have violated applicable ethics or conflicts policies by failing to disclose a potential conflict of interest or by engaging in self-dealing, the Oversight Committee shall take appropriate disciplinary and corrective action, up to and including, removing the offending Oversight Committee member and/or referral for further investigation.

Section 2. Public Testimony

All Oversight Committee meetings are open to the public and shall allow time for public commentary and testimony on the topics that are subjects of the meeting. Public participation in an Oversight Committee meeting is not intended to allow for disruptions in proceedings or interruptions of the work of the Oversight Committee. Accordingly, the Oversight Committee Chair or Co-Chair or Facilitator – whichever is presiding over an Oversight Meeting at the relevant time - shall have the authority to impose appropriate time, manner, and place limits on public testimony in order maintain the civility and productivity of proceedings. The Oversight Committee Chair or Co-Chair or Facilitator – whichever is presiding over an Oversight Meeting at the relevant time - shall have authority to exclude individuals for disruptions that interfere with the ability of other speakers to address the Oversight Committee and express their point of view, or that otherwise interfere with the work of the Oversight Committee.

Section 3. Staff and Professional Service Contractors

As allowed within the Prosper Portland budget, the Oversight Committee shall be provided with staff and meeting facilities to conduct Oversight Committee business. If necessary, Prosper Portland will provide a Facilitator and other professional service contractors to help ensure the flow of the Oversight Committee's work.

Article VI Revisions of the Oversight Committee Charter

In collaboration with Prosper Portland, revisions to the Oversight Committee Charter may be allowed annually in the month of January when determined to be necessary by a majority of the Oversight Committee then seated. Changes to the Project Charter must be applicable in terms of the purpose of the Oversight Committee and can be revised and changed annually in the month of January by a majority vote of a quorum of the Oversight Committee at an official meeting of the Oversight Committee. The Oversight Charter shall also be reviewed and open to revision annually in the month of January.

Any changes prior to the month of January must be reviewed and must be applicable in terms of the purpose of the Oversight Committee and can be revised and changes by a consensus of the entire Oversight Committee.

N/NE Community Development Initiative Charter
Appendix

Community Development Partner – A person, group, or organization that is associated for some common cause or purpose. A community partner shall be used to describe a cooperator or passive supporter who has an interest in Prosper Portland’s work, goals, and accomplishments but does not actively participate in the recommendation and implementation process of Prosper Portland.

Effective Chair – Attends meeting consistently, proficient facilitation and leadership skills, adheres to conflict of interest regulations as stated in Article V. Disclosure-Conflict of Interest-Ethics-Public Meetings & Records; does not misuse authority for self-interest and does not conduct inappropriate behavior that disrupts the decision-making process and that presents a threat to others.

Facilitator – A person that has a contractual role with Prosper Portland and works closely with Prosper Portland staff and the Oversight Committee to provide neutral meeting facilitation and agenda-setting. He/She shall have proficient facilitation and leadership skills, and adhere to conflict of interest regulations as stated in in Article V. Disclosure-Conflict of Interest-Ethics-Public Meetings & Records.

Oversight Committee Member – A person with a vested interest who is an active participant and collaborator in the recommendation and implementation of the N/NE Community Development Action Plan.