

**SECTION III**  
**OBCE GOVERNANCE**

## **BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

The Executive Director's responsibilities are the achievement of the Board's Ends Policies and non-violation of Executive Limitations Policies. The Executive Director is empowered to interpret and implement board policy (in the Executive Director's domain, i.e. Ends, Staff Means).

The Board will monitor the Executive Director's performance by one or more of the following means:

- Internal reports: Periodic reports by the Executive Director to the Board.
- External inspection: Auditors, site inspectors, or others may be retained by the Board to report to the Board.
- Direct inspection: Board members may, at the request of the whole Board, directly inspect the implementation of policy. These members have only the authority to report to the Board. They do not have authority to direct the Executive Director in the implementation of policy. (5/15/97) (10/22/98)

## **EXECUTIVE LIMITATIONS POLICY**

The Executive Director may neither cause nor allow any organizational practice that is imprudent, unethical, or contrary to the law of the State of Oregon.

The Executive Director may take no action on public, professional, or consumer complaints without either review by the Board or prior specific policy from the Board.

The Executive Director may take no action which involves chiropractic professional expertise without consulting the Board or formal Board policy.

The Executive Director shall cause the Board to be aware of relevant trends, stakeholder concerns, and changes in assumptions upon which any Board policy has previously been established. (5/15/97)

If a public protection issue comes up between board meetings, after having notified all board members of the proposed action, the Board President may authorize the Executive Director to give public notice of the potential or actual violation of law or administrative rule. The Board will review this action at their next meeting.(5/18/06)

## **GOVERNING MANNER**

### **Board Committees**

Committees may be designated by statute, rule, or by the Board itself.

Committees exist to help the Board do its job. Committees exist and must function at the level of the Board. Board-executive and board-staff relationships must be preserved. Committees exist to gather and assimilate information, present various policy alternatives and courses of action, and the implications of these without forming specific recommendations, unless directed to do so by the Board. (5/15/97)

### **Board Meetings**

Board meetings will be open to the public except when executive session is officially announced consistent with the laws of the State.

The Board is the sole authority over its own agenda. The President will exercise this authority on behalf of the Board. One Board member may add agenda items. One Board member may not delete them.

All new business will be screened for appropriateness prior to discussion. It is important that no one start speaking to the content of an issue before dealing with its form: What category of issue is this?

It is understood that there will always be a mix of policy and management issues before the Board. (5/15/97)

## **Board Member Obligations**

Board members are obliged to attend all official board meetings as per ORS 182.010. An unexcused absence may be grounds for dismissal.

Board members are expected to prepare for meetings, participate in discussion, follow through with tasks and assignments, and observe the boundaries of discipline established by the Board and enforced by the President. (5/15/97)

## **Board Officers**

Board Officers exist to help the Board do its job, not as powers unto themselves.

In accordance with ORS 684.140, the officers of the Board will be President, Vice-President, and Secretary-Treasurer. The President is responsible for the integrity of board process. The Vice-President will act in the absence of the President. The Secretary-Treasurer is responsible for the integrity of board documents. The Board President is empowered to interpret and implement board policy (in the Board's domain, i.e. Board-CEO Linkage, Governance Process). (5/97) (10/98)

## **Board Performance**

The Board is responsible for its own development, its own job design, its own discipline and its own performance. It is responsible to the Administrative branch of State government.

The Board will:

- Approach its tasks with an emphasis on strategic rather than administrative function and managerial detail.
- Work in partnership with the public and stakeholders.
- Observe clear distinctions between Board and staff roles and functions.
- Be focused proactively on the future. (5/15/97)

## **Diversity and Consensus**

Healthy governance requires that Board members agree that any position resulting from fair process is the position of the Board. Fair process demands pursuit of diverse opinions, courteous consideration of different points of view, respectful discussion, staying on task, and declaring a position. Consensus is desirable but not required. A majority vote carries each decision.

Once a decision is reached, whether by consensus or majority vote, the Board speaks with one voice. No individual board member may speak for the Board without the consent of the Board. (5/17/97; 7/9/98)

## **Parliamentary Procedure**

Board meetings and deliberations shall be governed by Roberts Rules of Procedure, Newly Revised. (3/16/06)

## **Trusteeship**

The Board acts on behalf of the people of Oregon to achieve their desired results for the chiropractic profession: safe, high quality, and ethical chiropractic care. (5/15/97)