

Board Policies Manual Review and Comments

Board Governance Committee 2024/2025

EDITOR NOTES: Comments below are provided by Board Member Liz Agpaoa, with formatting done by the Board Administrator, Eleni Collins. Specific excerpts of the Board Policies Manual are provided for context, with call-outs highlighted in yellow. Suggestions from Liz Agpaoa contain recommendations for added or revised language, which are in bold, as well as omissions, which are crossed out.

[Chair Brenda McComb provided proposed language changes for adoption, which are highlighted through track changes.](#)

Part 3: Board Structures and Processes

3.1 Governing Style. The board will approach its task with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of board and staff roles, and pro-activity rather than reactivity. [The Board will demonstrate empathy and emotional intelligence in understanding and responding to colleagues and staff.](#) In this spirit, the board seeks to:

SUGGESTION: adding to the first paragraph, “**Demonstrate empathy and emotional intelligence in understanding and responding to colleagues and staff.**”

MARCH 5 FEEDBACK:

- **Group Consensus was positive, accepting of suggestion.**

3.1.1 ~~Enforce upon itself and its members whatever discipline is needed to~~ [govern with excellence and respect and address conflict and disagreements in a constructive and solution-based manner.](#)
Discipline may apply to matters such as attendance, respect of clarified roles, maintaining confidentiality, leaving questions about agency activities and issues to the State Forester, speaking to management and the public with one voice, and self-policing of any tendency to stray from the governance structure and process adopted in these board policies.

SUGGESTION: a less regimented tone, and suggest changing this sentence. Perhaps, delete “Enforce upon itself and its members whatever discipline is needed to...” and simply leave “**govern with excellence and respect.**”

Add: “**Address conflict and disagreements in a constructive and solution-based manner.**”

MARCH 5 FEEDBACK:

- **Group Consensus was positive, accepting of suggestion.**

3.1.2 Be accountable to its stakeholders and the general public for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the board to usurp this role or hinder this commitment.

3.1.3 Monitor and regularly discuss the board's own process and performance, seeking to ensure the

continuity of its governance functions.

- 3.1.4 Be an initiator of policy, not merely a reactor to staff initiatives. The board, not the staff, will be responsible for board performance.

- 3.4 Chair's Role.** The Governor of Oregon appoints the board Chair. ([ORS 526.009](#)) The job of the Chair is, primarily, to maintain the integrity of the board's process. The Chair ~~"manages the work of the Board and Board relationships."~~ manages the board."

SUGGESTION: change to, "**The Chair manages the work of the board and board relationships.**" This sets a tone of being on an equal status vs subordinate role?

MARCH 5 FEEDBACK:

- Group Consensus was positive, accepting of suggestion.

- 3.4.1 The Chair is the only board member authorized to officially communicate the decisions of the board, other than in rare and specifically board-authorized instances.
- 3.4.2 The Chair ensures that the board behaves consistent with its own rules and those legitimately imposed upon it from outside the agency.
- 3.4.3 Meeting content will be those issues that, according to statutory or rule requirements or board policy, clearly belong to the board, not staff.
- 3.4.4 The Chair has no authority to impose policies beyond policies created by the board. Therefore, the Chair has no authority to supervise or direct the State Forester's work, but is expected to maintain close communication, offer advice, and provide encouragement to the State Forester and staff.
- 3.4.5 By Oregon statute and rule, the Chair has the duties of a presiding officer as prescribed by Roberts Rules of Order and has the duty to appoint standing and ad hoc committees of the board. ([ORS 526.009](#); [OAR 629-010-0010](#); [OAR 629-010-0020](#); [OAR 629-010-080](#))

- 3.5 Vice-Chair.** The Chair will appoint a Vice-Chair, in consultation with the Board, prior to appointment. Consultation will be done in a manner that avoids serial communication. The Vice-Chair ~~The Chair will appoint a Vice-Chair who~~ will serve in the absence of the Chair. The Chair may assign additional duties to the Vice-Chair to facilitate the work of the ~~board~~. The Vice Chair will be a rotating position among current Board members with terms not to exceed 3 years.

SUGGESTION: Consider a procedural change to this statement? I suggest, "**The Chair will appoint a Vice-Chair, in consultation with the Board, prior to appointment**" (Similar to 3.9.1 wording, below:)

- 3.9.1 The board will consult with the State Forester before establishing and appointing members to advisory committees.

This would give opportunity for Board members who might want to weigh into the decision, and also make this decision more transparent.

I suggest a rotating role for the Vice-Chair role, and offering other Board members an opportunity to serve. It would be a chance to understand the role and responsibility of the Chair and Vice-Chair.

MARCH 5 FEEDBACK:

- **What does consultation look like?** Consultation outside of a Board meeting is serial communication, consultation in a Board meeting looks like a popularity contest.
- Based on the Vice Chair's limited role, full board input is not needed.
- COUNTER: Every board member should have a voice in this decision.
- Hub in spoked wheel analogy. One-on-one outreach should be encouraged for these decisions. The Chair would ultimately still make the decision, but good faith change is that the Chair would perform these discussions individually.
- **With the understanding that consultation would be happening discreetly, with one on one discussions and NOT in a public meeting, there was consensus and agreement to this suggestion.**

3.6 Board Meetings. Ideally, board events often will include time for guest presenters, interaction with staff and interested parties, board development, committee meetings, social activities, and plenary business sessions.

Policies that are intended to improve the process for planning and running meetings follow:

- 3.6.1 With the assistance and support of the State Forester, the ~~b~~Board will establish an electronic 'online' repository for its meeting and reference materials.
- 3.6.2 The schedule for ~~b~~Board meetings will be set two years in advance. The general geographic locations for the board meetings will be set one year in advance. ([ORS 192.630](#); [ORS 526.016](#); [OAR 629-010-0020](#))
- 3.6.3 The Chair will work with the State Forester and ~~b~~Board committee chairs in developing meeting agendas ([OAR 629-010-0030](#); [OAR 629-010-0040](#)) which, along with background materials for the board should be sent to all board members approximately two weeks in advance of board meetings and placed on the board's public website. Agenda development will be guided by the board's Agenda Development Procedures document (Addendum C), approved by the board by majority vote.
- 3.6.4 By Oregon statute, a majority of the voting members of the board or board committee constitutes a quorum to do business. ([ORS 174.130](#); [ORS 526.016](#); [OAR 629-010-0050](#)) 'Proxy' assignments are not allowed for conducting board business.
- 3.6.5 By Oregon Administrative Rule, unless otherwise specified by the board, Roberts Rules of Order are adopted for the conduct of meetings of the board and board committees. ([OAR 629-010-0010](#))
- 3.6.6 Unless otherwise specified by law or policy, the board and board committees will make formal decisions by voice vote, with a simple majority determining the outcome.
- 3.6.7 As a record of the board meeting, an electronic recording will be made of all board meetings and posted on the board's public website within 72 hours of the conclusion of the meeting. ([ORS 192.650](#))
- 3.6.8 By Oregon statute ([ORS 526.016](#)), regular board meetings will be held on the first Wednesday after the first Monday in January, March, June, and September. Additional meetings may be scheduled or called by the Chair in consultation with the State Forester. At least once per year, the board, along with the State Forester and key staff, will meet in a 'planning retreat' style to facilitate long-term thinking, discussion, and planning. [The agenda for the Board Retreat will be set collaboratively among the Board, Board Chair and State Forester and key staff. The retreat agenda should address leadership skills and team dynamics, and areas of growth that a specific Board found challenging during the year.](#) Every other year, the September meeting normally will include a review of the performance of the State Forester and the agency for the past two years.

SUGGESTION: Consider a more collaborative approach for the Board Retreat agenda-building, one that involves input from the larger Board.

SUGGESTION: Consider a retreat agenda that includes a re-focus on leadership skills and team dynamics, and areas of growth that a specific Board found challenging during the year.

MARCH 5 FEEDBACK:

- General support/consensus

- 3.6.9 As often as is necessary, the board will meet in executive session as authorized by Oregon statute. ([ORS 192.660](#))

3.10 Board Member Service to Other Boards. Board members may serve on other organizations' boards or commissions provided that (1) no conflict of interest exists between their multiple service, and that (2) their service on other boards or commissions does not materially interfere with or diminish their service to the board. More specifically, by statute or agreement, board members may be called upon to serve on other State of Oregon boards or commissions in an active or liaison role.

- 3.10.1 For other State of Oregon boards or commissions, **the Chair will appoint specific board members to fulfill these responsibilities.** [in consultation with the Board, prior to appointment.](#)

3.10.2 Current State of Oregon responsibilities include:

3.10.2.1 Oregon Watershed Enhancement Board ([ORS 541.900](#))

3.10.2.2 Oregon Environmental Quality Commission (Agreement)

SUGGESTION: Again, consider a procedural change to this statement? I suggest, **"The Chair will appoint specific board members, in consultation with the Board, prior to appointment."**

The OWEB role is very rewarding.

MARCH 5 FEEDBACK:

- General support/consensus

3.11 Board Members' Code of Conduct. The board expects of itself and its members conduct which is ethical and respectful towards each other, staff, and the public. To that end:

- 3.11.1 Board members commit to fostering an environment that respects all individuals, which seeks diverse perspectives, and values differences. [Board members will be open to change and adapt to evolving work conditions and requirements.](#)

SUGGESTION: adding, **"Be open to change and adapt to evolving work conditions and requirements."**

MARCH 5 FEEDBACK:

- General support/consensus

- 3.11.2 Board members commit to supporting and affirming the public interest, superseding any conflicting interests to others such as that to family members or friends, a business, advocacy or interest groups and membership on other boards or staff.
- 3.11.3 Consistent with applicable state ethics laws, board members must avoid any conflict of interest with respect to their governance responsibility. Given a particular meeting agenda, a board member with an actual or potential conflict of interest will state as such at the beginning of an agenda item marked for decision, and the board and member will respond per the board's Conflict of Interest Policy and Procedures. (Addendum E) ([ORS Chapter 244](#))
- 3.11.4 There must be no self-dealing or any conduct of private business or personal services between any board member and the agency to assure openness, competitive opportunity, and equal access to "inside" information.
- 3.11.5 Board members must keep in mind that their mission is to serve the public, and it is inappropriate to use board membership to create a personal platform.
- 3.11.6 Individual board members may not agree with a decision, but **once the board decision is made, all board members will respect the decision and move forward,** ~~speaking with one voice.~~

SUGGESTION: I suggest simply keeping **"once a decision is made, all board members will respect the decision and move forward."** I suggest deleting, "speaking with one voice."

What does "one voice" look/sound like to seven, individual board members? We all might have different versions of one-voice? However, I do understand the meaning of, "respect the decision and move forward."

MARCH 5 FEEDBACK:

- **Comment that "moving forward" should not prevent Board members from expressing their previous perspectives in ongoing discussions.**
- **General support and consensus**

- 3.11.7 Board members will not disclose information about board investigations or matters dealt with in executive sessions unless that information is a part of the public record.
- 3.11.8 As appropriate, board members will provide constructive feedback of the State Forester or agency performance. The formal evaluation of the performance of the State Forester is assessed against explicit board policies and agreed upon written personal and professional performance objectives following each performance review of the State Forester by the board.
- 3.11.9 Board members must be aware of and respectful of staff time and workloads when additional requests are made.
- 3.11.10 Each board member is expected to arrange their schedules to provide optimum engagement as a board member including board or committee meeting preparation, meeting attendance, and meeting engagement.
- 3.11.11 Each board member is expected to complete and sign an Annual Affirmation and Conflict of Interest Statement, (Addendum F) which covers, among other things, board member conflicts of interest.