

## STAFF REPORT

Agenda Item No.:	6
Topic:	Board of Forestry Governance Committee
Presentation Title:	Board Policies Manual Review and Updates
Date of Presentation:	March 5, 2025
Contact Information:	Brenda McComb ( <i>Board of Forestry Vice Chair, Governance Committee Chair</i> ) <a href="mailto:Brenda.MCCOMB@odf.oregon.gov">Brenda.MCCOMB@odf.oregon.gov</a>

### SUMMARY

The Board of Forestry's Governance Committee has been charged with drafting additional language for the Board Policies Manual (BPM) related to board member stipends and travel reimbursements. Additionally, the Board Governance Committee has conducted its first annual review of the BPM. Recommendations for additions and changes to the BPM have been submitted to the full Board of Forestry for review.

### CONTEXT

The Board of Forestry adopted a Board Policies Manual on March 6, 2024. The purpose of the BPM included the ease and efficiency of having a comprehensive manual that could quickly orient new board members and serve as an ongoing resource to guide Board of Forestry members, the State Forester and Department Staff.

A component of the Board Policies Manual adoption included the formation of a Board Governance Committee, which would be primarily responsible for the oversight of the BPM. This includes the BPM's Introduction, Administration, Board Structure/Process and Board-Staff Relationship parts, as well as its addendums, many of which had not been completed at the time of the BPM's adoption. The addendums pertain to the orientation and training of new board members, the evaluation and improvement of the board, the repository of board materials and oversight of the written conflict of interest policies, procedures and review of annual or special statements of board members.

When changes to the Board Policies Manual are identified by the Board Governance Committee, the Committee is responsible for drafting proposed language to address the changes or additions identified. The proposed language is then considered by the full Board of Forestry in a two-step process. The first step is to present changes at one board meeting and allow for discussion. The second step is for the Board to act upon the presented changes by making a decision at the following meeting.

### ANALYSIS

The Board of Forestry had identified an opportunity for additional policy to be added to the Board Policies Manual specific to board member travel reimbursement and stipend. The Governance Committee responded to this request with draft language. Key considerations the Governance Committee made when developing this draft language included:

- Equitable opportunity board members whose income is below the threshold identified in ORS 292.495
- Clear language that details board member responsibilities and makes the distinction of member-initiated actions, which would not be reimbursed

The review of the Board Policies Manual resulted in several opportunities for improvement. The suggestions focused on the following:

- Adding language that promotes a board structure that is thoughtful of tone, supports collaboration, and recognizes the value each board member brings
- Providing more opportunities to enhance board collaboration and empowering board members with opportunities to serve in a greater capacity.

## **RECOMMENDATION**

The Governance Committee recommends that the Board review the proposed additions and changes to the Board Policies Manual during the March meeting and will seek the full Board's approval to adopt the proposed additions and changes at the June meeting.

## **NEXT STEPS**

The Governance Committee will consider the comments from the full board and modify the proposed language if needed. The Governance Committee will submit to the Board the final language for adoption at the June Board of Forestry meeting.

## **ATTACHMENTS**

1. January 2, 2025 Governance Committee Meeting Minutes
2. Draft additions to the Board Policies Manual
3. Recommended changes to the Board Policies Manual

**State Board of Forestry  
Governance Committee Virtual Meeting  
Meeting Minutes  
1:00 PM – 2:00 PM, January 2, 2025**

**Audio Recording**

**Attendance:** Chair McComb, Liz Agpaoa, Heath Curtiss

**Guests:** Eleni Collins (ODF Board Administrator), Kyle Williams (ODF Acting State Forester)

The meeting begins at 1:00PM.

The Board Administrator, Eleni Collins, opens the meeting by providing meeting information and housekeeping items.

The Governance Committee Chair, Brenda McComb, welcomes the group and initiates introductions.

Chair McComb provides an overview of the Governance Committee's charge, as listed in the Board Policies Manual under items 1.7 and 3.7.6, and reminds the group of the date for the Board Policies Manual adoption, which was March 6 of 2024. She states that the purpose of this meeting is to fulfill the request that Chair Kelly of the State Board of Forestry charged the Governance Committee with: to develop policies that may be added to the Board Policies Manual regarding the topic of board member stipends and reimbursements.

Chair McComb presents the draft language that has been developed for potential Board Policies Manual items 3.11.12 and 3.11.13, which are as follows:

DRAFT additions to the Board Policy Manual

3.11.12 Stipend Policy

Any day when a board member spends one or more hours traveling or involved in a required activity (duty), that board member who meets the eligibility requirements listed in ORS 292.495 would be eligible for a stipend. Required activities would include Board meetings (online or in person), pre-meetings, subcommittee meetings, meetings held at the invitation of agency staff, agency organized board or individual tours, or when the Board Chair or the State Forester authorizes a Board member to represent the Board at an event. Anytime a combination of the above totals one or more hours daily, it would qualify for a stipend. Activities outside these required duties or without authorization to represent the board are not eligible for a stipend, even if they are related to board work.

3.11.13 Reimbursement Policy

Any time a board member travels or engages in a required duty, and who meets the eligibility requirements as listed in ORS 292.495 would be eligible for expense reimbursement per the [Oregon Accounting Manual](#). Required activities would include Board meetings (online or in person), pre-meetings, subcommittee meetings, meetings held at the invitation of agency staff, agency organized board or individual tours, or when the Board Chair or the State Forester authorizes a Board member to represent the Board at an event. Activities outside these required duties or without authorization to represent the board are not eligible for reimbursement, even if they are related to board work.

After a review of the draft language, Chair McComb opens a discussion with the Governance Committee members and attending ODF staff. Key highlights of the discussion include:

- Context around ORS 292.495, including:
  - Stipend dollar amount is determined by the Federal GSA amounts for each year. This amounted to \$155 in 2021, but as of 2025, is a rate of \$178.
  - Stipends are not pro-rated based on the number of hours worked. The full stipend amount is paid out to board members who perform their official duties for a full or partial day.
- Consensus from the Board Members that the time performing official duties currently listed at “one or more hours” was appropriate and equitable.
- Context on the authority and accountability of stipends, in that the State Forester and the Board Chair are responsible for authorizing compensation or reimbursement, with the acting State Forester being responsible for signing off on the reimbursement requests.
- Confirmation from the group that the language, as presented, indicates that board members participating in public engagement of their own initiative, who were not charged by the Board Chair and State Forester, would not be eligible for stipends or reimbursements and would instead be responsible for their own expenses. The board member in this case would be acting as an individual representative of themselves, not of the board.
- Discussion on reimbursement considerations for individual board member interests that relate to board work, but are not charged to them by the board, such as public outreach. Questions on what financial capability exists, or could exist, to support educational endeavors for board members.
  - Liz Agpaoa has policies from the Oregon Watershed Enhancement Board and can connect with the Board Administrator to have this shared and reviewed for potential draft policy and language ideas, should this be something the Board of Forestry would be interested in pursuing.
  - Interest from the Governance Committee to have the full board weigh in on this consideration, with Heath Curtiss taking ownership of introducing the concept to the Board during the Governance Committee Update.

At the close of this discussion, Chair McComb introduced the review that Liz Agpaoa had completed. Liz Agpaoa presents her review and comments of the Board Policies Manual,

which include several suggestions for language updates, many of which enhance current board processes. The suggestions focused on the following:

- Adding language that promotes a board structure that is thoughtful of tone, supports collaboration, and recognizes the value each board member brings.
- Providing more opportunities to enhance board collaboration, and for the full board to weigh in on decisions that are currently listed as the Chair's responsibility.
- Empowering board members with opportunities to serve in a greater capacity.

At the close of Liz Agpaoa's presentation, Chair McComb encouraged Liz to share these suggestions in the same way with the full board. Chair McComb opened a discussion on Liz's suggestions, with key points being:

- Refinement of language on the Chair's management role, including comments on the fact that the Chair's management is not limited to just board processes, but management of people as well, both board members and the public.
- Expressed interest in the idea of a rotational Vice-Chair role for the Board.

At the close of the discussion, Heath Curtiss brought up additional items for consideration, specifically the work of the Board Policies Manual Addendums, many of which have not been started. Specific comments offered included:

- The potential to share feedback on the New Board Member Orientation Package in advance of new board members joining the Board of Forestry.
- The importance of developing the Board Agenda Development Procedures, and wondering who is charged with this work.

Chair McComb responded with advising Heath that the work of developing the missing addendums would largely fall on the shoulders of the Governance Committee. The group agreed that it would be helpful to receive guidance from the Chair, and input from the board, regarding the timeline for the development of these documents. This will allow for the group to be able to speak to any questions they may receive around the development of these addendums.

Regarding the Board Agenda Development Procedures, the group acknowledged the larger board's desire to have this process refined so that board member interests and proposed topics for agenda content does not get lost. Specific comments included:

- Recognizing the difficult balance of allotting time for board conversation, versus allowing ODF staff the opportunity to showcase their work through presentations
- Consideration of paper reports versus in-person presentations, where relying on a paper report may allow for more in-meeting discussion, but hinges on the fact that all board members need to have spent time reading their materials.
- Appreciation for past opportunities board members have had to weigh in on draft versions of the agenda, which seemed to benefit from additional input.
- Being thoughtful of guidance received from the Oregon Government Ethics Commission around serial communication, so that the Board Agenda Development

Procedures are structured in a way where input can be received by the chair from the board members individually, without communicating serially.

The discussion ended with Chair McComb reflecting on the conversations, sharing that there is a lot the group can bring to the Board for their thoughts and consideration. Chair McComb stated that for next steps, the group will submit to the Board of Forestry the following documents:

1. The Board Governance Committee's Meeting Notes
2. Draft Policy Language for items 3.11.12 and 3.11.13
3. A revised version of the Board Policies Manual review and suggestions

Meeting adjourned at 1:58 PM

DRAFT

## DRAFT additions to the Board Policy Manual

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**Liz Agpaoa**  
**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.

**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. 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.**”

- 3.1.1 **Enforce upon itself and its members whatever discipline is needed to govern with excellence and respect.** Discipline may apply to matters such as attendance, respect of clarified roles, maintaining confidentialities, 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.**”

- 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 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?

- 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 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.

**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.

- 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 board will establish an electronic 'online' repository for its meeting and reference materials.
  - 3.6.2 The schedule for 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 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 longer term thinking, discussion, and planning.** 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.

- 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.**
- 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.

- 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.

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

- 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.”

- 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.