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| Agenda Item No.:      | 9   |
| Topic:                | Board of Forestry Governance Committee  |
| Presentation Title:   | Board Policies Manual Review and Updates  |
| Date of Presentation: | June 4, 2025  |
| Contact Information:  | Brenda McComb ( <i>Board of Forestry Vice Chair, Governance Committee Chair</i> )<br><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 were submitted to the full Board of Forestry for review at the March 5 meeting, where the Governance Committee received feedback from the full Board. On May 29, 2025 the Governance Committee reviewed the feedback and made final edits to the proposed language changes and editions, to be presented to the Board of Forestry on June 4, 2025.

**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, which was completed on March 5, 2025. The second step is for the Governance Committee to present its final recommendations, and for the Board to act upon the recommendations by making a decision, which should take place at the June 4 and 5, 2025 Board of Forestry 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 qualified board members whose income is below the threshold identified in ORS 292.495
- Board Chair and State Forester discretion in allowing qualified board members an opportunity to receive stipends for Board-related activities.

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.
- Supporting a more robust consultation system for board member feedback during the selection of board-specific roles.
- Adding a policy that details the Board Chair's responsibility to reduce risk of serial communication.

## **RECOMMENDATION**

The Governance Committee recommends that the Board of Forestry adopt the proposed additions and changes at the June 4 and 5, 2025 meeting.

## **NEXT STEPS**

The Governance Committee will evaluate additional work needed to complete the Board Policies Manual, which may include development of key addenda currently listed as incomplete.

## **ATTACHMENTS**

1. May 29, 2025 Governance Committee Meeting Summary
2. Proposed additions to the Board Policies Manual
3. Proposed changes to the Board Policies Manual
4. Clean copy list of all recommended language changes and additions to the Board Policies Manual

**State Board of Forestry**  
**Governance Committee Virtual Meeting**  
**Meeting Summary**  
**1:00 PM – 2:00 PM, May 29, 2025**

**Audio Recording:**  
***Insert link once processed***

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

**Guests:** Eleni Collins (ODF Board Administrator), Kate Skinner (ODF Interim State Forester)

The meeting begins at 1:00PM.

Governance Committee Chair, Brenda McComb, welcomes the group and provides an overview of the materials sent in advance of the meeting.

She reviews the draft additions to the Board Policies Manual, focusing on the Stipend Policy and Reimbursement Policy and opens the floor for discussion. Comments included:

- Recognition of the politics that surround open discretion from the Board Chair and State Forester regarding stipend allowance for broadly stated “Activities”
- Discussion on the minimum hour being set at 1 or 2 hours.
  - Recognition that, as written, 2 hours might appear the most fair
  - Support for recruiting board members that represent a broad range of socioeconomic conditions who have to give up work time to serve
  - Recognition that Board meetings often come with prep work and volunteer time that is unaccounted for, and very few calendared commitments are longer than 1 hour.
  - Interest in seeing what the budget has been for board member stipends and Board discretionary spending.
  - Consideration that if the 1 hour minimum is set, the financial responsibility shifts to the Department to consider scheduling multiple 1 hour meetings in a single day, to reduce stipend payouts if needed.

Chair McComb moved on to review the proposed language changes to the Board Policies Manual, which were initially drafted by Liz Agpaoa. The discussion on these changes included:

- Cleaning up the language regarding Chair consultation with board members
- Adding a distinct policy on serial communication, as opposed to mentioning serial communication guidance within the two different policies detailing Board Co

The discussion ended with the Governance Committee identifying work to accomplish after these changes have been adopted, which would largely be focused on developing Addendum C, Agenda Development Procedures.

For next steps, the Governance Committee will submit to the full Board of Forestry the following items:

1. May 29 Meeting Summary
2. Tracked changes version of the draft additions
3. Tracked changes version of the Board Policies Manual proposed changes
4. A clean copy list of all proposed changes and additions to the Board Policies Manual

Meeting adjourned at 1:32 PM

## DRAFT additions to the Board Policy Manual

### 3.11.12 Stipend Policy

Any day when a ~~b~~B~~o~~ard member spends one or more hours traveling or involved in a required activity (duty), that ~~b~~B~~o~~ard 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 ~~b~~B~~o~~ard or individual tours, or when the Board Chair or the State Forester authorizes a Board member to ~~represent the Board at an event~~attend an activity. ~~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 ~~b~~B~~o~~ard 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~~to attend an activity. ~~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.~~

## FEEDBACK FROM MARCH 5, 2025:

1. "...or when the Board Chair or State Forester authorizes a Board member to represent the Board at an event"

- Suggestion: Narrow language. Board Chair and State Forester should have the authority to allow Board members to do whatever it is they may need to do. Adjust language and allow more discretion for Board Chair and State Forester to allow Board members the authority to attend any number of activities.
- Counter: Current language is very black and white, could lessen risk of political bias. If changed, Board Chair/State Forester discretion may be challenged, but the number of times this is anticipated to come up is very minimal.

- **Potential solution:**  
**“...or when the Board Chair or State Forester authorizes a Board member to attend an activity.”**

2. “Any day when a board member spends one or more hours...”

- Suggestion: current language is too generous given the per diem rate of \$178. If applied to a one-hour meeting, it looks like an egregious hourly rate. Recommend specification of two or more hours.
- Counter: Most of the commitments (outside of Board Meetings) are scheduled at 1 hour time blocks, such as Division updates, Pre-Boards. Revision of language would drastically reduce the number of meetings eligible for stipend reimbursement.
- Additional notes:
  - o Even though there are instance where a 1 hour meeting is reimbursed at the per diem rate, the amount of volunteer time that a Board member puts in exceeds that one-hour calendar invite and over the course of a year-long commitment, does not add up to much paid out.
  - o Stipends offered at the 1-hour specification allow for more opportunities to have individuals with lower-incomes participate on the Board.

# 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.

Edits input by Brenda McComb in red underline

Edits by Governance Committee on 5/29 meeting in blue underline

#### 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, after consulting each board member, 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 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 ~~b~~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 ~~h~~B~~o~~ard will establish an electronic 'online' repository for its meeting and reference materials.
- 3.6.2 The schedule for ~~h~~B~~o~~ard 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 ~~h~~B~~o~~ard 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. 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, after consulting with each board member, 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.
- ~~3.11.11~~ [3.11.12](#) In consulting the Board, the Chair will be mindful to avoid serial communications.

## Board Policies Manual language proposals

The Governance Committee proposes the following additions and changes to the Board Policies Manual, to be considered and adopted by the Board of Forestry. The language below lists the proposed updates to existing policy, as well as the addition of 3 new policies.

### Changes to existing policy:

- 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:
- 3.1.1 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, and self-policing of any tendency to stray from the governance structure and process adopted in these board policies.
- 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"
- 3.5 Vice-Chair.** The Chair will, after consulting with each board member, 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.
- 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:
- 3.6.8 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

- 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, after consulting with each board member, appoint specific board members to fulfill these responsibilities.

- 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.

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.

**Additions to the Board Policies Manual:**

3.11.12 In consulting with the Board, the Chair will be mindful to avoid serial communications.

3.11.13 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 attend an activity.

3.11.14 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 attend an activity.