

Agenda Item No.:	3
Topic:	Board of Forestry Governance Policies Manual Adoption
Date of Presentation:	March 6, 2024
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## **SUMMARY**

The purpose of this agenda item is to provide an opportunity for the Oregon Board of Forestry to receive an update on the final draft of the Board Policies Manual (BPM) as presented by the Board Policies Manual Development Work Group, and to consider approval and adoption of the Manual. This is a decision item.

## **CONTEXT**

### Introduction

The Oregon Board of Forestry adopted a policy on governance effective July 22, 2020, which requires the Board “to have a set of bylaws to direct and clarify its actions, procedures, and organization...” Following the October 2022 Board Planning Retreat, at its November 2022 meeting, the Board committed to the development of a set of governance policies which would be codified in a Board Policies Manual.

Following the October 2023 Board Planning Retreat where the Board considered the draft Board Policies Manual draft version 0.5 (9-8-2023) which had been developed by the Board Policies Manual Development Work Group, per the project plan, in November and December 2023, and January 2024, several next steps were taken to move the development process along, including public comment, staff review and comment, and legal review and recommendations. In preparation for these steps, the Work Group created draft version 0.7 (11-17-2023) which incorporated all the discussion points that the board collectively agreed upon during the October retreat.

### Public Comment

The public comment period began on December 18th and concluded on January 15, 2024, utilizing draft version 0.7 (11-17-2023). Over the course of the 29-day comment period, one (1) public comment was received. The comment was a general comment thanking the board members for their service and also more specifically, commenting about the composition of board advisory committees and how individuals are selected for the advisory committees. No specific input or comments were made on the BPM draft itself. No changes were made to the subsequent draft of the BPM based on the public comment.

### Staff Review and Comment

On November 14, 2023, the consultant met virtually with the ODF Leadership Team and shared an overview of the concepts of board governance through policy and discussed the specifics of the

Board and ODF governance policy development work to date. The Leadership Team had been provided ‘governance through policy’ background information and the draft BPM prior to the meeting. A few questions were asked about the process and end results, but there were no specific comments or input on the draft BPM itself.

During the public comment period, informal comment and input were solicited from ODF staff, and a dozen or so comments were delivered. Nearly all the relevant comments were focused on board committees and advisory committees, and the input provided clarity around advisory committee requirements established in statute and the nature of several of the advisory committees mentioned in the draft, i.e., were they advisory to the board, to the State Forester, or ODF in general. In some cases, the same or similar comment or input was provided in the legal review. The ODF staff review and comments were helpful. All the relevant comments were included in the subsequent draft.

### Legal Review, Comments, and Recommendations

To kick off the legal review, on December 11th, State Forester Mukumoto, Board Administrator Olivos-Rood, and the consultant met with Anika E. Marriott, Assistant Attorney General with the Oregon Department of Justice, who serves as General Counsel for the Board and ODF. We had an excellent conversation about the request for legal review of the draft BPM and the timelines involved. We provided Ms. Marriott with draft version 0.7 (11-17-2023) and some additional background information.

Ms. Marriott delivered her legal review on January 8, 2024, as a summary email and a ‘mark-up’ of the draft version 0.7 with review comments and recommendations as comments in the PDF document. In the opinion of the consultant, Ms. Marriott conducted an excellent review of the draft BPM, providing exactly what had been requested. All Ms. Marriott’s comments and recommendations have been incorporated into the subsequent draft, with one minor exception (relating to the role of the Board Administrator position in section 4.1.5).

Generally, the Department of Justice General Counsel review and recommendations can be grouped into two sets:

1. Ms. Marriott provided a number of recommended word, phrase, or sentence changes in order that the BPM language ‘harmonize’ more fully with common Oregon statute and rule language, and to provide clarity where needed. The most common example is her recommendation to change the word ‘organization’ to ‘agency’ when referring to ODF or the Board.
2. In order to minimize risk in the future, Ms. Marriott made several suggestions around the powers and duties of the Board Chair, reflecting on both current statutory language and Administrative Rule language in Division 10 of Chapter 629 (the Board’s administrative division). In a couple of cases, we modified the language to account for her recommendation. She also suggested that the Board consider a simple amendment to a couple of the Division 10 rules to strengthen the intent of the Chair’s “powers and duties.” It would be a straightforward process and require possibly two or three sentences as additions to the appropriate rules. In her opinion, the risk is low, but providing a more complete and solid foundation in rule language would be appropriate and prudent.

## Conclusion

Based on the legal review and the staff comments, a subsequent draft was created, and the Work Group met to consider this subsequent draft and has now created the final draft version 0.9 (2-12-2024) for Board consideration at this meeting.

## **RECOMMENDATION**

The Oregon State Forester recommends that the Board take the following actions:

1. Approve and adopt the Oregon Board of Forestry Board Policies Manual as presented with this agenda item (final draft version 0.9, 2-12-2024) (Attachment 1); and
2. Rescind the Board's Governance Policy dated July 22, 2020 (Attachment 2)

## **NEXT STEPS**

Once adopted, the initial Board Policies Manual implementation steps for 2024 are outlined in the attached overview (Attachment 3). Consultation and planning work will need to occur with the Board Chair, the State Forester, and ODF staff to organize and develop specific procedures described in the Board Policies Manual and possible administrative rulemaking for further clarification of the powers and duties of the Board Chair. This will require Board review and approval of procedures and administrative rulemaking later in 2024. The timing of the implementation steps is subject to the schedule of Board meetings, the agenda requirements of particular meetings, and ODF staff capacity.

## **ATTACHMENTS**

- (1) Oregon Board of Forestry Board Policies Manual – final draft version 0.9, 2-12-2024
- (2) Oregon Board of Forestry Governance Policy, July 22, 2020
- (3) Board Policies Manual Proposed Initial Implementation Overview

**Board Policies Manual (BPM)<sup>1</sup>**  
**for the**  
**Oregon Board of Forestry**  
**Version: 0.9 Dated: 2/12/2024**

**Part 1: Introduction and Administration**

This Board Policies Manual (BPM) contains all the current standing (on-going) governance policies adopted by the Oregon Board of Forestry (the board) since the initial approval on [INSERT DATE OF THE BOARD MEETING WHEN THE BPM WAS FIRST APPROVED].

The board works in concert with the Oregon State Forester (State Forester), who is the Chief Executive Officer of the Oregon Department of Forestry (the department or ODF). ([ORS 526.031](#))

**1.1 Reasons for Adoption.** The board's reasons for adopting this BPM include:

1. Efficiency of having all on-going board governance policies in one place
2. Ability to quickly orient new board members and key staff to current governance policies
3. Elimination of redundant, or conflicting, policies over time
4. Ease of reviewing current policy when considering new issues
5. Clear, pro-active policies to guide the State Forester and staff
6. Reduce risks of losing agency integrity from unexpected events
7. Models an approach to governance that sister agencies might use

**1.2 Consistency.** Each policy in this document must be construed in a manner consistent with federal and Oregon laws, policy of the Oregon Governor, and policy of related Oregon agencies, all of which have precedence over these board policies. Except for time-limited or procedural-only board decisions (approve operational policies, approve a budget, approve past minutes, etc.), which are recorded in regular board minutes, all standing governance policies are expected to be included or referenced in this document. The State Forester is responsible for developing agency and administrative policies and procedures that are consistent with this BPM.

**1.3 Transition.** Whether adopted in whole or in part, as soon as some version of the BPM is voted on as the "one voice" of the board, those policies are deemed to supersede any past policy that might be found in old minutes or any compilation of board policies over the years, unless a prior board resolution or contract obligates the agency to a specific matter. Paragraphs not yet approved by the board will be identified by a # and reviewed for approval at a later date. If any actual or apparent conflict arises between the BPM and other policies or board resolutions, the matter is expected to be resolved by the Chair or the entire board as may be appropriate.

**1.4 Changes.** These policies are meant to be reviewed periodically and revised and refined as needed to reflect new wisdom or circumstances. The Chair or the State Forester helps the board formulate new language in the BPM by distributing proposed changes in advance. Software and editing techniques will be used that show all changes for readers to review easily. Each previously approved numbered section or paragraph with a proposed change will be shown with the change

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<sup>1</sup> Adapted from *Good Governance for Nonprofits*, ©2007 by Fredric L. Laughlin, DBA, and Robert C. Andringa, PhD. All rights reserved. Published by AMACOM Books, [www.amacombooks.org](http://www.amacombooks.org), a division of the American Management Association.

highlighted to help readers quickly locate proposed changes. Any final change to this BPM must be approved by the full board by a simple majority, unless required otherwise by statute or rule. Any board member, as well as the State Forester, may submit proposed changes. Changes will be considered in a two-step process: proposed changes will be presented and discussed at one board meeting and will be acted upon at the following meeting. Whenever changes are adopted, a new document will be dated (at the top and in the footer) and quickly made available to board members and key staff and posted on the board public website. The previous version will be retained for future reference if needed according to the department’s records retention policy.

**1.5 Specificity.** Each new policy will be drafted to fit in the appropriate Part and Section within the BPM. Conceptually, policies should be drafted from the “outside in,” i.e., the broadest policy statement should be stated first, then the next broadest, etc. down to the level of detail that the board finds appropriate for board action and below which management is afforded discretion as to how it implements the policies in this BPM.

**1.6 Oversight Responsibility.** Below are the parts, the committees primarily responsible for drafting and reviewing those parts, and the individuals given authority to interpret and make decisions within the scope of those policies:

Part	Oversight Committee	Implementation Authority
1 Introduction/Administration	Governance Committee	Chair/State Forester
2 Strategic Essentials	Full board	Chair/State Forester
3 Board Structure/Processes	Governance Committee	Chair
4 Board-Staff Relationship	Governance Committee	Chair/State Forester

**1.7 Maintenance of Policies.** The Chair should ensure that staff record and publish all current policies correctly. The State Forester will ensure that a repository is established and maintained for board policies and supporting materials. The State Forester or the State Forester’s designee should maintain the policies repository, provide updated copies to the board whenever the policies change, or upon request, and update the board public website. The board will seek legal counsel review of this BPM once a biennium to ensure consistency with law. Discrete documents referred to in the BPM and listed at the end for easy tracking will be provided to board members in digital format for their own technology devices and/or kept in an online board website or other agreed upon web tool.

1.7.1 Unless otherwise noted or required, the board will periodically review the following materials for currency and consistency as follows:

- Strategic Plan: Every 5 Years
- New Board Member Orientation Package: Biennially
- Board Agenda Development Procedures: Annually
- Advisory Committee Establishment Procedures: Biennially
- Board Conflict of Interest Policy and Procedures: Annually
- Board Member Annual Affirmation Conflict of Interest Statement: Annually
- Annual Board Governance Performance Evaluation Procedures: Biennially

**1.8 Context of Different Policies.** Individual governance policies within this BPM fit into a hierarchy of policies within which authority flows down and accountability flows up. No level may be inconsistent with the levels above it.

1 . Federal and General Oregon Laws and Applicable Regulations
2 . State of Oregon Administrative Policies Requirements
3 . Statutes of the board, State Forester, and ODF

4 . Administrative Rules of the board, State Forester, and ODF
5 . Board Policies Manual
6 . State Forester-approved Agency Policies
7 . Policies Set by Managers Under the State Forester

**Part 2: Strategic Essentials**

- 2.1 Strategic Thinking.** The board expects itself to think strategically at all times. The board and the State Forester are expected to develop a collaborative strategic plan, update it as necessary, link major activities in the plan to the relevant sections of this BPM, and ensure that the plan is available to the board and the public on an ongoing basis.
- 2.2 Strategic Planning.** The board’s mission, vision, values, owner and beneficiary relationships, goals and primary strategies, and monitoring standards are all contained within the strategic plan (Addendum A).

**Part 3: Board Structure 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:
  - 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 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.
  - 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.
- 3.2 Board Job Description.** The job of the board is to lead the agency toward desired performance and help ensure that it occurs. ([ORS 526.016](#)) The board's specific contributions are unique to its supervisory role and necessary for proper governance and management. To perform its job, the board will endeavor to:
  - 3.2.1 In collaboration with the State Forester, determine the mission, vision, values, and major goals/outcomes and hold the State Forester accountable for implementing the strategic plan.
  - 3.2.2 Determine the parameters within which the State Forester is expected to achieve the goals/outcomes per statutory authority, this BPM, the State Forester’s position description, and the personal goal setting for the State Forester.
  - 3.2.3 Monitor the performance of the agency relative to the achievement of the goals/outcomes within the executive parameters in this BPM.
  - 3.2.4 Maintain and constantly improve all on-going policies of the board in this BPM.
  - 3.2.5 Select, support, evaluate biennially and, if necessary, terminate the State Forester, who functions as the board’s sole agent.

- 3.2.6 Ensure financial oversight<sup>2</sup> and integrity of the State Forester and department through policies and behavior. (Exhibit 1)
- 3.2.7 Consider and suggest periodic financial, legal, and other external audits to ensure compliance with the law and good practices.
- 3.2.8 Evaluate and constantly improve the board's performance as the governing board and set expectations for board members' involvement as volunteers.

**3.3 Orientation.** Prior to appointment, each prospective board member candidate will be given this BPM along with adequate briefings on the BPM itself, the role of the board, the anticipated meeting schedule, the generalized workload expectations, an overview of key staff, and an overview of programs, plans, and finances of ODF. This may be accomplished through in-person briefings or by written materials. Soon after appointment, each new board member will be given additional comprehensive orientation material and training via the board-approved new member orientation package. (Addendum B)

- 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."
- 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.

**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

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<sup>2</sup> For the purposes of this BPM, "Oversight" or "Oversee" is defined as: Watchful care, as a safety net to ensure: 1) due diligence takes place before key decisions are made; 2) policies and strategies are being implemented as intended; 3) key risks are identified, monitored and mitigated; 4) business processes and systems working well; 5) expected results are being achieved; 6) activities comply with policies, laws, regulations and ethical standards; 7) developing areas of concern are being dealt with; and 8) assets are safeguarded.

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

**3.7 Board Committees.** Board committees (standing and ad hoc) help the board be effective and efficient. ([OAR 629-010-0080](#)) They speak "to the board" and not "for the board."

- 3.7.1 Unless authorized by the whole board, a committee may not exercise authority that is reserved for the whole board.
- 3.7.2 Committees are not created to advise or exercise authority over staff.
- 3.7.3 The board Chair has the authority to appoint standing and ad hoc board committees. ([OAR 629-010-0020](#); [OAR 629-010-0080](#))
- 3.7.4 Each committee will develop a committee charter which will include (a) purpose and objective, (b) committee structure and organization, and (c) major responsibilities and duties, subject to board approval. The board Chair and the State Forester are ex officio members of all committees.
- 3.7.5 The State Forester, or a designee, will assist the work of each committee.
- 3.7.6 **Governance Committee.** This standing board committee recommends policies (or policy changes) to the board pertaining to governance issues and processes including the oversight and management of the BPM, 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.

**3.8 Ad Hoc Committees.** As needed, the board Chair may establish board ad hoc committees to conduct time-limited, topic-specific tasks that the board deems necessary to conduct its business. ([OAR 629-010-0080](#))

- 3.8.1 The board Chair will consult with the entire board and the State Forester before establishing ad hoc committees and will provide the ad hoc committee with clear intent, expectations, directions, and/or instructions.
- 3.8.2 Ad hoc committees may comprise both board members and other relevant and interested parties, but in no case will an ad hoc committee include more than three board members.



- 3.8.3 Unless otherwise approved by the board, to conduct meetings, ad hoc committees will operate under the current version of Roberts Rules of Order. ([OAR 629-010-0010](#))
- 3.8.4 Upon request by the Chair, the State Forester will assign an appropriate staff member(s) to serve and support ad hoc committees .

**3.9 Advisory Committees.** The board supports the use of advisory committees to increase its knowledge base and depth of available expertise. The board may establish advisory committees. ([ORS 526.016](#)) Advisory committees may also be established by legislative action. Unless otherwise defined or required by law, the following provisions apply to board-established advisory committees:

- 3.9.1 The board will consult with the State Forester before establishing and appointing members to advisory committees.
- 3.9.2 When the board recruits and appoints advisory committee members, it will actively seek and select members who bring a diversity of backgrounds and experiences, with an emphasis on historically and presently underserved communities. The board will intentionally recruit from the nine federally recognized tribes in Oregon, BIPOC communities, low-income communities, gender diverse communities, and additional underserved communities. These appointees will have the relevant knowledge, expertise, or lived experience in the subject matter and be reflective of the diversity of the people of Oregon. This will be further articulated by the board in the Advisory Committee Establishment Procedures document. (Addendum D)
- 3.9.3 The board may assign a board member to act as liaison to the advisory committee. In this capacity, the board member serves ex-officio.
- 3.9.4 All advisory committees will have an established charter approved by the board establishing, at a minimum, purpose, objective(s), group composition, primary responsibilities and/or tasks, including reporting requirements, and a 'sunset' date, 'sunseting' process, or reestablishment process.
- 3.9.5 All advisory committees will provide a full report of its activities to the board at least once a year unless directed otherwise by the board or legislature.
- 3.9.6 Unless otherwise approved by the board, to conduct meetings, advisory committees will operate under the current version of Roberts Rules of Order.
- 3.9.7 Upon request by the Chair, the State Forester will assign a staff member(s) to serve and support the advisory committee as needed.
- 3.9.8 By statute, rule, or board decision, the following advisory committees to the board have been established:
  - 3.9.8.1 Adaptive Management Program Committee ([Oregon Laws 2022 Chapter 33 / SB1501](#))
  - 3.9.8.2 Committee for Family Forestlands ([ORS 526.016](#)) (board established)
  - 3.9.8.3 Forest Trust Land Advisory Committee ([ORS 526.156](#))
  - 3.9.8.4 Independent Research and Science Team ([Oregon Laws 2022 Chapter 33 / SB1501](#))
  - 3.9.8.5 Regional Forest Practices Committees ([ORS 527.650](#))

**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)

**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.

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.'

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.

**3.12 Board Performance Evaluation.** With the guidance of the Governance Committee, the board will periodically assess its performance as follows:

3.12.1 As the last agenda item for regular meetings, the board members, led by the Chair, will have an open, frank, and respectful discussion about the agenda/meeting structure, meeting outcomes, board member interactions, a summary of any requests for additional information from individual board members, and meeting logistics. This will be known as a 'Mop Up'

evaluation, identifying positives as well as areas for improvement, and will be captured by the Governance Committee for summation and use for future board meeting planning.

- 3.12.2 As prescribed by Oregon Legislative and Executive direction, annually, the board will conduct a self-evaluation of governance best practices. ([ORS 291.110](#)) This will be done in accordance with the Annual Board Governance Performance Evaluation Procedures document (Addendum G), which is approved by the board by majority vote. The results of this evaluation will be summarized into the annual performance report, will form the basis of a board meeting agenda item for discussion, and agreed upon changes or improvements will be identified by the board and implemented as either changes to the BPM or the procedures of the board.
- 3.12.3 Every three years, the board may conduct a '360' evaluation of the board's governance performance with involvement of the State Forester, key ODF staff, and outside partners, constituents, or interested parties. If conducted, this process will have oversight by the Governance Committee. The results of this '360' evaluation will form the basis of a board meeting agenda item for discussion, and agreed upon changes or improvements will be identified by the board and implemented as either changes to the BPM or the procedures of the board.

#### **Part 4: Board – State Forester/Staff Relationship**

- 4.1 Delegation to the Chief Executive (State Forester).** While the board's job is generally confined to establishing high-level policies, implementation and subsidiary policy development is delegated to the State Forester, unless otherwise required by law.
- 4.1.1 All board authority delegated to staff is delegated through the State Forester, so that all authority and accountability of staff – as far as the board is concerned – is considered to be the authority and accountability of the State Forester.
- 4.1.2 Strategic Essentials policies (Part 2) direct the State Forester to achieve certain results. This BPM and the State Forester's Position Description (Addendum H) define the acceptable boundaries of prudence and ethics within which the State Forester is expected to operate. The State Forester is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with laws and regulations and any reasonable interpretation of the board's policies in this BPM.
- 4.1.3 The board may change its policies during any meeting, thereby shifting the boundary between the board and State Forester domains. Consequently, the board may change the latitude of choice given to the State Forester, but so long as any particular delegation is in place, the board and its members will respect and support State Forester choices. This does not prevent the board from obtaining information in the delegated areas.
- 4.1.4 No board member, officer, or committee has authority over the State Forester or department staff. If a board member seeks a special meeting with department staff for information gathering or clarification purposes, that request will come through the State Forester.
- 4.1.5 Additional information requests by board members: Outside of board meetings, requests for additional information, studies, or materials from board members will come to and through the Chair, who will discuss the request with the State Forester for further consideration and disposition. Requests from any board member made during board meetings will be noted by the Chair, captured by the Board Administrator, and the State Forester will be given time to consider the request before responding. In either case, if in the State Forester's judgment, the request requires a material amount of staff time or funds or is disruptive, it may be refused until the Chair determines that the work is critical for board work and should be

completed. The State Forester will keep the full board apprised of the current status of requests and the final decision about meeting requests. If additional information, studies, or materials are provided to the board, the State Forester will ensure that all board members receive all information, not just the original requestor.

**4.2 State Forester Job Description.** As the board's single official link to the operating agency, State Forester job performance will be considered to be synonymous with agency performance as a whole. Consequently, the State Forester's job contributions can be stated as performance in two areas: (a) agency accomplishment of the major goals articulated in the Strategic Plan and (b) agency operations within the boundaries of the law, prudence and ethics established in board policies. Working with the State Forester, the board will develop and approve a written position description (Addendum H), reviewed and updated at least biennially during the State Forester performance review.

**4.3 Communications and Counsel to the Board.** With respect to providing information and counsel to the board, the State Forester is expected to keep the board informed about matters essential to carrying out its policy duties. Accordingly, the State Forester is expected to:

- 4.3.1 Report to the Chair any personal actions or behavior of himself/herself or others which could potentially discredit the integrity of the board, the State Forester, and/or the agency . The Chair and the State Forester are expected to report such things to the board, engage contact counsel (Oregon DOJ) as appropriate, engage outside non-legal third parties as appropriate, and handle in the best interests of the agency. If the board finds the State Forester's actions illegal, unethical, or immoral, suspension or termination may be the result.
- 4.3.2 Inform the board of relevant trends, material external and internal issues or changes, particularly changes in the assumptions upon which any board policy has previously been established, always presenting information in as clear and concise formats as possible.
- 4.3.3 Relate to the board as a whole except when fulfilling reasonable individual requests for information or responding to committees duly charged by the board.
- 4.3.4 Report immediately any actual or anticipated material noncompliance with a policy of the board, along with suggested modifications to this BPM for the future.
- 4.3.5 Engage and dialogue with the board during board meetings as information is presented, topics are discussed, alternatives considered, and policy change options are deliberated.
- 4.3.6 Recommend to the board changes to this BPM to improve efficiency or effectiveness.

**4.4 Monitoring Executive Performance.** The purpose of board oversight and monitoring is (1) to determine the degree to which the mission and goals of the board and the department are being accomplished and board policies are being fulfilled by the State Forester and (2) to set the stage and support 'continuous improvement' by the department in both policy and operations. Monitoring will be as simple, automatic and non-duplicative as possible, using a minimum of board time so that board efforts can be used to affect the future rather than to review the past. Primary questions to be considered in monitoring include: does the action or effort inform policy; does the action or effort implement policy; and does the action or effort address emerging policy areas. A given policy or action may be monitored in one or more of three ways:

- 4.4.1 Direct Board Inspection: Discovery of compliance information by the board as a whole. This includes board inspection of documents, activities, or circumstances that allows a "prudent person" test of policy compliance.
- 4.4.2 External Report: Discovery of compliance information by a disinterested, external person or firm who is selected by and reports directly to the board. Such reports must assess executive performance only against legal requirements or policies of the board, with

suggestions from the external party as to how the agency can improve itself, including changes to this BPM.

4.4.3 State Forester Reports: Through negotiation with the Chair, the State Forester is expected to help the board determine relevant tracking data to measure progress/outcomes in achieving the mission and goals and conformance with board policies. Currently, the board requests these regular monitoring reports, in addition to any specific reports requested in other sections of the BPM:

4.4.3.1 At each board meeting and/or monthly: Informal State Forester reports on achievements, problems, emerging issues, board notices, etc.

4.4.3.2 At each board meeting and/or monthly: The current monthly ODF Financial Report as required by the ODF Policy, *Financial Oversight of the Board of Forestry*. (Exhibit 1)

4.4.3.3 At least Semi-annually: A simple 'scorecard' report that shows the status and achievement of strategic planning goals in finance, policy, emerging issues, and workforce.

**4.5 State Forester Performance Review.** The Chair will oversee and conduct a formal evaluation of the State Forester biennially, based upon the State Forester Position Description and focused on achievement of agency goals and any other specific goals the board and State Forester have agreed upon in advance, as well as the State Forester's own written self-evaluation. The Chair will invite and incorporate comments from all board members after they have seen the self-evaluation. The Chair will also contact interested parties who can provide meaningful input to the performance evaluation and incorporate comments from those parties. When the input is collected and summarized, the Chair will lead the board to create the final evaluation per [ORS 192.660](#). This final evaluation will be provided to the State Forester in written form. During this biennial process, the State Forester and the board will agree on any needed professional development and any specific personal performance goals for the two years ahead. These goals should be documented in a letter to the State Forester from the board Chair and will become the primary basis for assessing the State Forester's performance at the end of the two years.

**4.6 State Forester Transitions.** The board owns the succession/transition process for the State Forester position but works with the Governor's office and the Oregon Department of Administrative Services to carry out its responsibility. ([ORS 526.031](#))

4.6.1 At any time, the Chair may appoint a succession/transition work group to explore options, propose strategies, and board policies related to succession and transition of the State Forester.

4.6.2 The board Chair is authorized, as soon as a vacancy or scheduled departure of the State Forester is known, to appoint a search committee and committee chair, and to establish a search and selection process for the vacancy.

**4.7 Other Board Expectations of the State Forester.** The State Forester is expected to:

4.7.1 Develop both a professional development strategy and succession plan for all key staff, whether paid or volunteer. (Exhibit 2)

4.7.2 Embrace and foster a climate of 'continuous improvement' in the department.

4.7.3 Notify board members whenever any new governance-important document is available for board review according to the agreed upon system referenced in 1.7.

## Part 5 Miscellaneous

**5.1** [NOTE: available if needed for policies that do not fit naturally in other parts]

**VERSIONS, ADDENDA AND EXHIBITS**

**BPM Versions** (BPM Version Tracking – current version is listed last)

#	Version Summary	Date
0.1	Original first Working Draft for the Work Group – Parts 1-3	6/12/2023
0.2	Working Draft for Development Work Group – Parts 3.7 through 4.5	6/30/2023
0.3	Working Draft for Development Work Group – Parts 4.6 through Part 5	7/20/2023
0.4	Working Draft for Development Work Group – All Parts	8/16/2023
0.5	The Development Work Group’s Final Draft – All Parts	9/8/2023
0.6	Results of Full Board of Forestry Discussion at October 2023 Retreat	10/19/2023
0.7	Working Draft from the Development Work Group via the Board Retreat	11/17/2023
0.8	Working Draft with Incorporation of Legal Review and Staff Comments	1/19/2024
0.9	Final Draft with Incorporation of Development Work Group Final Review	2/12/2024

**BPM Addenda** (Board documents referenced in this BPM) are:

#	BPM Ref.	Title	Status
A	2.2	Strategic Plan via <i>The Forestry Program for Oregon</i>	Active - 2011
B	3.3	New Board Member Orientation Package	In process
C	3.6.3.2	Board Agenda Development Procedures	Not started
D	3.9.2	Advisory Committee Establishment Procedures	Not started
E	3.11.3	Board Conflict of Interest Policy and Procedures	Not started
F	3.11.11	Board Member Annual Affirmation and Conflict of Interest Statement	Not started
G	3.12.2	Annual Board Governance Performance Evaluation Procedures	In process
H	4.1.2 & 4.2	State Forester Position Description	Active


**BPM Exhibits** (State Forester/Agency documents referenced in this BPM) are:

#	BPM Ref.	Title	Status
1	3.2.6	Financial Oversight of the Board of Forestry	Active
2	4.7.1	Key ODF Staff Succession Plan	In process

Questions about this BPM should be referred to the Board Administrator at 503-945-7210.



## OREGON DEPARTMENT OF FORESTRY POLICY DOCUMENT

<b>Title:</b> Governance Policy	
<b>Division/Program:</b> Board of Forestry	
<b>Applicability:</b> All Board Members	
<b>Effective Date:</b> July 22, 2020	<b>Last Review Date:</b> TBD
<b>Approval Name:</b> Peter Daugherty	<b>Review Interval:</b> 4 Years
<b>Signature:</b> 	<b>Custodian:</b> Peter Daugherty
	<b>Position:</b> State Forester

### **POLICY STATEMENT:**

It is the Policy of the Oregon Board of Forestry (Board) to have a set of bylaws to direct and clarify its actions, procedures and organization, which include expectations of members. The Board will establish written documentation for Board processes and procedures developed to execute its statutory responsibility.

### **AUTHORITY:**

[ORS 526-009 to 526-052](#), [OAR 629-010-0005 to 629-010-0100](#), [Membership Handbook for Boards & Commission](#). Kate Brown, Governor State of Oregon. Revised 2/18/15.

### **DEFINITIONS:**

**Governance:** the effective and responsible management of the organization , which includes considering needs, communication and decision making.

### **RESPONSIBILITIES:**

**Board Chair:** Oversees and administers the Board policy framework and governance process, which provides the structure to guide the development of Board Policies.

**State Forester:** As Secretary to the Board, supports the Board Chair in administering the Board policy framework and governance processes.

**Board of Forestry:** Approves all Policies and ensures that they are appropriately reviewed and vetted with the Department.

### **STANDARDS:**

- A. Establishment of Policies and support documentation shall only occur by approval of the Board of Forestry.

- B. All Policies and supporting documentation will be posted on the Board website and reviewed at least every four years, as specified in the Policy. Review of support documentation shall not exceed the policy review interval.
- C. Detailed instructions and forms will not be included in Policies but should be included in procedures, guidance, and other supporting documents associated with a Policy.
- D. If there is an existing policy from statute, administrative rule, or another agency (such as the Department of Administrative Services, State Archives, etc.) that applies to the Board, then this policy will not be duplicated in a Board Policy, and referenced appropriately.

**SUPPORTING DOCUMENTATION:**

Board of Forestry Governance: [Expectations of Board of Forestry Member](#), July 22, 2020.

Board of Forestry Governance: [Governance Topics](#), July 22, 2020.

Board of Forestry [Approved Meeting Minutes](#), July 22, 2020.

<b>Policy History</b>	
<i>Date</i>	<i>Description</i>
07/22/2020	Adopted by the Board of Forestry [ <a href="#">audio</a> ]



# Board of Forestry Governance

## GOVERNANCE TOPICS

Generated from the October 9, 2019, January 8, 2020 Board of Forestry Executive Sessions on the State Forester's Annual Performance Review, and March 4, 2020 Board meeting.

- Board develops a statement of expectations or guidelines to which members commit. For example, a code of conduct for Board members, Board charter, operating principles, or working guidelines. (In progress)
- Board reviews current process on developing Board work plans and revises as appropriate (Board discussion planned for September 2020 meeting).
- Board process to manage individual requests for information. While we currently use an informal process, the Board has not specifically discussed the process as a governance issue.
- Board process for two board members to submit a request for agenda topics. The Board discussed a potential process at the October retreat, but no decision was made to formalize the process.
- Board discussion on priorities and process for the revision of the Board's strategic plan, *Forestry Program for Oregon*. (Board will address this topic under the *Overarching Issues work plan*).
- Board members work collaboratively with staff on agenda topics to increase efficiencies and develop working relationships, e.g., call lists to discuss ideas.
- Board discussion on the level of information needed for policy decisions, their expectations about science included in Department staff reports, and the role of science in policy decisions.
- Process for assigning Board members to liaison positions to other Boards and Commissions and other Board positions.
- Process for staff evaluations / feedback of the Board performance. To be conducted in conjunction with Board self-evaluation process.
- Board prepares for calendared events and work plan topics that are communicated by State Forester or staff.

# Board of Forestry Governance

## Expectations of Board of Forestry Members

*The first set of expectations are from the Governor's Membership Handbook for Boards and Commissions – revised 2/18/2015 (Adopted by Board, March 4, 2020).*

- Regularly attend board meetings.
- Prepare for meetings by reading reports, proposals and other documents prepared or distributed by staff.
- Recognize that serving the public interest is the top priority. All members have been appointed to the board to serve the public at large.
- Understand the primary responsibility of every board member is to protect the health, safety and welfare of the general public.
- Recognize the board must operate in a public and open manner.
- If you were recommended by a professional association or special interest group, you will be expected to provide the board with your technical expertise, and to bring the point of view of the group to the board.
- All board members must work for the benefit of the public first, with the good of any particular profession, industry or special interest group taking a secondary position.
- Listen to all viewpoints and work as a cohesive group to create a forum for developing good policies and procedures and finding fair solutions to problems.
- Learn about issues affecting the board.
- Examine all available evidence before making judgment.
- Acknowledge that authority to act is granted to the board as a whole, not to individual members.
- Board members must be familiar with and operate within their board's governing statutes and bylaws, and state and federal laws at all times.
- To ensure accountability, all applicable policies and procedures adopted by the board should be in written form.
- No board member should make decisions or take unilateral action without the consent of the board as a whole.
- Questions about board issues should be directed to the board's administrative or executive officer, who will see that all board members receive full information by the next regular meeting.
- Board members should disclose no details of board investigations or matters dealt with in executive session unless they are part of the public record.
- Board members should use caution about participating in private discussions on behalf of one party in the absence of other parties to a dispute.

Board of Forestry Governance Policy Supporting Document

Revision Date: July 22, 2020

Adopted Date: July 22, 2020

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AGENDA ITEM 3

Attachment 2

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- Board members should remember they are seen as representatives of the board when they appear at industry or professional gatherings. They must take care not to appear to be speaking for the board unless specifically authorized by the board to do so.
- 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.

*This set of expectations are from discussions with Board Members and March 4, 2020 Board meeting. (Adopted by Board, July 22, 2020).*

- Understand that the board set standards for the department through policy.
- Individual Board members may not agree with a decision, but once a Board decision is made, all Board members will respect the decision and move forward.
- The Board will take action only after hearing the State Forester's (Department's) recommendation.
- Avoid surprising staff. If you have alternate recommendations or new requests for information, discuss with State Forester or staff prior to a board meeting so they can prepare accordingly.
- Board members will strive to get out in the forests to discuss policy topics with staff and stakeholders.
- Board members commit to fostering an environment that respects all individuals, that seeks diverse perspectives, and values differences.

Oregon Board of Forestry  
Board Policies Manual – Proposed Initial Implementation Overview

<b>Board of Forestry</b>	<b>State Forester and/or ODF Staff</b>
<b>First Quarter 2024</b>	
<ul style="list-style-type: none"> <li>The Board begins using the BPM</li> </ul>	<ul style="list-style-type: none"> <li>The State Forester and ODF Staff begin using the BPM</li> </ul>
<b>Second Quarter 2024</b>	
<ul style="list-style-type: none"> <li>The Board Chair appoints the Board Vice-Chair (3.5)</li> <li>The Board Chair appoints the Board Governance Committee, and appoints the Committee Chair (3.4.5 and 3.7.3)</li> <li>The Governance Committee develops its committee charter (3.7.4)</li> <li>The Board approves the Governance Committee charter (3.7.4)</li> <li>The Board initiates administrative rulemaking for Chapter 629, Division 10 amendments relating to powers and duties of the Board Chair (3.4)</li> </ul>	<ul style="list-style-type: none"> <li>A repository for Board governance policies and supporting materials is established and made available (1.7 and 3.6.1)</li> <li>With the Governance Committee, Staff develops administrative rule concepts for Chapter 629, Division 10 amendments relating to powers and duties of the Board Chair (3.4)</li> <li>With the Governance Committee, Staff develops the Board Meeting Agenda Development Procedures (3.6.3)</li> </ul>
<b>Third Quarter 2024</b>	
<ul style="list-style-type: none"> <li>The Board concludes administrative rulemaking for Chapter 629, Division 10 amendments relating to powers and duties of the Board Chair</li> <li>The Board approves the Board Meeting Agenda Development Procedures (3.6.3)</li> </ul>	<ul style="list-style-type: none"> <li>With the Governance Committee, Staff develops the Board Advisory Committee Establishment Procedures (3.9.2)</li> <li>Staff develops and implements the semi-annual ‘scorecard’ report (4.4.3.3)</li> </ul>
<b>Fourth Quarter 2024 or First Quarter 2025</b>	
<ul style="list-style-type: none"> <li>The Board approves the Board Advisory Committee Establishment Procedures (3.9.2)</li> <li>The Board approves the New Board Member Orientation Package (3.3)</li> <li>The Board approves the Board Conflict of Interest Policy and Procedures (3.11.3 and 3.11.11)</li> <li>The Board approves the Annual Board Governance Performance Evaluation Procedures (3.12.2)</li> </ul>	<ul style="list-style-type: none"> <li>With the Governance Committee, Staff develops the New Board Member Orientation Package (3.3)</li> <li>With the Governance Committee, Staff develops the Board Conflict of Interest Policy and Procedures (3.11.3 and 3.11.11)</li> <li>With the Governance Committee, Staff develops the Annual Board Governance Performance Evaluation Procedures (3.12.2)</li> </ul>