

STAFF REPORT

Agenda Item No.:	4
Topic:	Board Governance Committee Work
Date of Presentation:	June 3, 2026
Contact Information:	Ben Duemailing, Governance Subcommittee Chair

SUMMARY

The purpose of this agenda item is to ratify Board Policy Manual edits brought forth by the Governance Subcommittee at the March 4, 2026, Board of Forestry meeting.

CONTEXT

The Board of Forestry subcommittee is made up of Ben Demling, subcommittee Chair, Liz Agapaoa, and Heath Curtis. The subcommittee has provided written updates and edits to the Board Policy Manual that were presented and discussed at the March 2026 Board meeting. The edits and updates include following sections:

- Board Job Description
- Board Orientation
- Board Member Code of Conduct
- State Forester Job Description
- Communication and Counsel to the Board
- State Forester Performance Review
- Addendum C – Agenda Development

RECCOMENDATION

The subcommittee recommends the Board take the following action:

Approve Board Policy Manual edits as written and presented at March 4, 2026, Board of Forestry meeting.

ATTACHMENTS

- (1) Board Policy Manual Draft
- (2) Board Policy Manual Addendum C - Agenda Development

Board Policies Manual (BPM)¹

for the

Oregon Board of Forestry

Version: 1.1 Dated: 06/04/2025

Updates to version 2 of the Board Policies Manual include language updates to 3.1, 3.1.1, 3.4, 3.5, 3.6, 3.6.8, 3.10, 3.10.1 3.11, 3.11.1, 3.11.6 and additional policies 3.11.12, 3.11.13, 3.11.14.

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 approved revisions on June 4, 2025. 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 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

¹ 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, a division of the American Management Association.

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. 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.
 - 3.1.2 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 **Ensure the state forester is achieving** ~~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 and evaluate annually and, if necessary, terminate** the State Forester, who functions as the board's sole agent.
 - 3.2.6 Ensure financial oversight² and integrity of the State Forester and department through policies and behavior. (Exhibit 1)

² 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.

- 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 new member orientation package. (Addendum B), which will be regularly maintained by the board administrator and reviewed by the Board Governance Committee annually.

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.

- 3.4.1 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 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:

- 3.6.1 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 **At the annual planning retreat** 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). Agenda development will be guided by the board's Agenda Development Procedures document (Addendum C), approved by the board by majority vote.
- 3.6.4 By Oregon statute, a majority of the voting members of the board or board committee constitutes a quorum to do business. ([ORS 174.130](#); [ORS 526.016](#); [OAR 629-010-0050](#)) 'Proxy' assignments are not allowed for conducting board business.

- 3.6.5 By Oregon Administrative Rule, unless otherwise specified by the board, Roberts Rules of Order are adopted for the conduct of meetings of the board and board committees. ([OAR 629-010-0010](#))
- 3.6.6 Unless otherwise specified by law or policy, the board and board committees will make formal decisions by voice vote, with a simple majority determining the outcome.
- 3.6.7 As a record of the board meeting, an electronic recording will be made of all board meetings and posted on the board's public website within 72 hours of the conclusion of the meeting. ([ORS 192.650](#))
- 3.6.8 By Oregon statute ([ORS 526.016](#)), regular board meetings will be held on the first Wednesday after the first Monday in January, March, June, and September. Additional meetings may be scheduled or called by the Chair in consultation with the State Forester. At least once per year, the board, along with the State Forester and key staff, will meet in a 'planning retreat' style to facilitate long term thinking, discussion, and planning. The agenda for the Board Retreat will be set collaboratively among the Board, Board Chair and State Forester and key staff. The retreat agenda should address leadership skills and team dynamics, and areas of growth that a specific Board found challenging during the year. The September meeting will include a review of the performance of the State Forester and the agency for the past year.
- 3.6.9 As often as is necessary, the board will meet in executive session as authorized by Oregon statute. ([ORS 192.660](#))

3.7 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 members³ 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 For the purposes of this BPM, "ex officio member" means a person who is a member of the committee by virtue of the office or position they hold and has all of the participatory rights and privileges of being a committee member (attendance, offering thoughts and observations, engaging in discussion) except for decision-making by voting or consensus. For the purposes of establishing a committee quorum or the outcome of a vote, the ex officio member(s) is/are not counted.

- 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, 'sunsetting' 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, after consulting with each board member, 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. Board members will 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.
- 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 to the State Forester on 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.
- 3.11.12 In consulting 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.** A Board member who 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.

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 and the Governor's office the board will develop and approve a written position description (Addendum H) which will be reviewed and approved by the Governor. The Board of Forestry will review the position description and recommend to the Governor's office any suggested modifications reviewed and updated** annually 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 personnel 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 contract 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, the board may recommend appropriate action to the Governor. 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 coordinate the board's ~~conduct a~~ formal evaluation of the State Forester annually, ~~timed to precede and adequately inform the Governor's performance review. The Board's evaluation will be~~ based upon the State Forester Position Description and focused on achievement of agency goals and key performance measures and other specific objectives 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 Governor's office in written form. During this annual process, the board will agree on any needed professional development and specific personal performance goals for the two years ahead. This will also serve as an opportunity for the board to make recommendations for either commendation or discipline of the State Forester. These goals and recommendations should be documented in a letter to the Governor's office from the board Chair and will become the primary basis for assessing the State Forester's performance. ~~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 will collaborate with the governor's office to ensure a successful transition from one State Forester to the next. ~~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
1.0	Board-approved and adopted version	3/6/2024
2.0	Board-approved and adopted revision.	6/4/2025

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.

Addendum C

Board Agenda Development

Agendas should prioritize deliberation and substantive engagement by all board members. The chair will develop the agenda in collaboration with department staff, and in consultation with the entire board, with the goal of creating buy-in and support for the board's work.

For agenda items that are not part of the expected board workplan, the chair will solicit board feedback at the earliest possible opportunity. Otherwise the draft agenda, including topics and time windows, will be sent to the other six board members by the board administrator six weeks ahead of the meeting for feedback from board members. The chair will take this feedback into consideration when finalizing the agenda.

Any board member may request an item for a future agenda and the chair must take these requests into consideration. The chair will give increasing weight to requests made by more board members.

The final agenda is at the discretion of the chair.

This document supersedes all previous guidance on this topic.