

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

[Audio Recording](#)

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

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

The meeting begins at 1:00PM.

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

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

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

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

DRAFT additions to the Board Policy Manual

3.11.12 Stipend Policy

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

3.11.13 Reimbursement Policy

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Meeting adjourned at 1:58 PM

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