

**MINUTES OF THE FEBRUARY 9, 2021
CLATSOP COMMUNITY COLLEGE
BOARD OF DIRECTORS
WORK SESSION**

The Work Session on Board Governance and Public Meetings Law Review was called to order by Chair Robert Duehmig at 5:35 p.m.

Board Members Present: Robert Duehmig, Rosemary Baker-Monaghan, Karen Burke, Sara Meyer, Anne Teaford-Cantor, Tim Lyman, and Dave Zunkel. **Board Members Absent:** None. **Others Present:** Karen Smith, Jade Jaconetti, Deputy Clerk JoAnn Zahn, President Chris Breitmeyer, and Recording Secretary Pat Schulte.

Chair Duehmig introduced the work session on Board Governance and Public Meetings Law Review with OCCA General Counsel Karen Smith. Ms. Smith gave a PowerPoint presentation that covered:

- The structure and organization of Oregon Community College Boards
- Good governance principles of effective boards:
 - Act as a unit (integrate multiple perspectives into board decision-making; establish and abide by rules for conducting Board Business, following Oregon Public Meetings Law; speak with one voice and support the decision of the Board once it is made; recognize that power rests with the Board, not individual Board members; an individual board member's actions are without legal force and effect; have a process in place for making requests to staff and ensure the Board is supportive of requests – as a general rule of thumb, if it will take the President or staff more than 15 minutes to put the information together then it needs to go to the Board; if a request is made, information should be shared with the entire Board so that everyone has the information)
 - Represent the common good (know community needs and trends; link with the community; seek out and consider multiple perspectives when making policy decisions; debate and discuss issues in public – Oregon Public Meetings Law; serve the public good)
 - Define standards for College operations (define expectations for high quality educational programs, define expectations for student achievement and fair treatment of students; require wise and prudent use of funds and management of assets; set parameters to attract and retain high quality

personnel and ensure fair treatment of employees; control use and access to College property; fix standards of admission and tuition)

- Set policy direction (be proactive, visionary, and future-oriented; learn about and communicate with many different groups; focus on community needs and trends; establish the vision, mission, and broad institutional goals as policy; the Board sets policy and the President implements policy;
 - It is a policy decision if it helps determine procedures, activities, programs, or services that affect the College as a whole; is required by law or regulatory agencies; is an issue the President has asked for help or guidance on
 - It is an administrative decision if it affects an individual staff member; relates to the efficiency or quality of services provided by a specific department or program; relates to an administrative area that is operational in nature or affects specific parts of the College as opposed to the whole)
- Employ, evaluate, and support the President (select and retain the best President possible; define clear parameters and expectations for performance; conduct periodic evaluations and provide honest and constructive feedback; act ethically in the relationship with the President – no surprises; support the President and create an environment for success; consult with the President on matters/policies it wishes to consider; delegate to the President the responsibility for all executive functions and give the necessary authority to carry out those responsibilities; subject to the requirements of law, make the employees responsible to the President and don't direct deal with the employees; refer all complaints, questions, comments about administration to the President – *Chain of Accountability*; support the President and staff when they are properly engaged in carrying out Board policy, goals, and directives; hold the President strictly responsible for all administrative matters; make sure the President keeps the Board informed)
- Create a positive climate (model a commitment to learning for students; focus on outcomes; support professional growth; seek consultation in developing policy; act ethically and with integrity – Oregon Ethics Law)
- Monitor performance (monitor progress toward goals; monitor adherence to operational policies; use pre-established criteria for monitoring; schedule a timetable for reports)

- Advocate for the College (promote the College in the community; foster partnerships with other entities in the community; advocate the needs of the College with government officials; support the Foundation and fundraising efforts; protect the College from inappropriate influence)
- Lead as a thoughtful educated team (engage in ongoing learning about Board roles and responsibilities, including retreats, Board trainings, conferences; be curious and inclusive; be positive and optimistic; support and respect each other)
- Public Meetings Law
 - Public decision must be made in public
 - Generally, the Oregon law applies to meetings of a governing body “for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter” (for community college Boards, a quorum is 4 out of 7 members)
 - Board members are permitted to join by phone or video
 - Committees, subcommittee and advisory groups are considered a governing body if they have authority to make consensus recommendation or decision for public body
 - Voting (all actions of public bodies must be taken by public vote; proxy, absentee, vote by mail, and secret ballot voting are not permitted; a minimum of four concurring votes is required to pass or reject a motion – no matter how many Board members are in attendance at the meeting)
 - Executive Session (limited exceptions; confidentiality of executive session; Board must refrain from discussing other issues outside of scope of exception; no final decisions or actions permitted)
 - Proceed with caution (don’t hit “reply” or “reply all” to email message from other board members; engage in “parking lot” discussions after meetings; engage in “serial” conversations; put anything in an email that you wouldn’t want to see on the front page of the newspaper)

In answer to questions from the Board:

- Reasonable notice is required for regular meetings, but there is no specific requirement for what “reasonable notice” is. A meeting notice can’t be sent out now for a meeting that will occur in an hour. Special meeting notice is 24 hours. Emergency meeting notice is shorter. There is no requirement to publish the meeting notice in the newspaper. Email anyone who has expressed interest in receiving notices of a meeting.

- Minutes of committee meetings can be written or recorded. The recording does not have to be transcribed.

With no further discussion, the Work Session was adjourned at approximately 6:30 p.m.

Chris Breitmeyer, President

Robert Duehmig, Chair

Pat Schulte, Board Secretary