

Q & A: EVERYTHING YOU ALWAYS WANTED TO KNOW ABOUT THE BOG

In the following pages, you will find brief answers to some of the most commonly encountered questions from board members. Additional detail on each area can be found in this handbook. You should also feel free to call on bar staff for further explanation or assistance.

BOARD MEETINGS AND THE AGENDA

1. When does the board meet?

The entire board meets five times a year for its regular meetings, with interim BOG committee meetings scheduled between the board meetings. The board and committee meeting schedules are set at least one year in advance to assist board members in avoiding conflicts with their personal and professional schedules. In 2012, board meetings will begin with BOG committee meetings on Friday morning, and the full board meeting Friday afternoon. A joint social with the regional bar, a casual dinner for board members and guests, or some other special function may be scheduled for the evening before a BOG meeting day or following the meeting on Friday. The last meeting of the board year is a planning session and retreat that begins Thursday evening with an informal dinner, and concludes on Sunday. Interim committee meetings are generally scheduled for Friday morning and may be accompanied by a special meeting of the board as necessary.

2. When do I get an agenda?

On Thursday of the week prior to the board meeting you will receive an email with a link to the bar's website containing the Open and Closed Agendas. Board members can print the agenda if they wish or download it to a laptop or portable drive. It can be accessed from the internet during meetings.

3. How is the agenda organized?

The agenda has five subparts: (1) "regular" agenda with exhibits for discussion or action; (2) "judicial proceedings" agenda (disciplinary matters); (3) "executive session" agenda (legal matters); (4) "consent" agenda (items which may not require discussion but require board action) and; (5) "default" agenda (information only).

4. Who attends board meetings?

Board members, the executive director, general counsel, senior staff, Oregon New Lawyers Division liaison, Professional Liability Fund Board liaisons, and the PLF CEO regularly attend meetings. Bar members occasionally attend, particularly if there is a significant matter to be presented on behalf of a bar committee, section, or task force. Board meetings are public meetings and attendance is open except during judicial proceedings or executive session (reinstatements, litigation, and other matters).

5. Who makes presentations at board meetings?

Board members make presentations at meetings concerning board committees they chair, sections or standing committees for which they are contacts, or other matters assigned to them. The president and the executive director present reports on a variety of continuing and regularly occurring matters. Staff members make presentations on specific issues which have been assigned to them. Occasionally, a section or committee representative will make a presentation to the board on a section or committee issue.

6. How do I get an item on the agenda?

If it is a continuing matter on which you want to report, make a recommendation, or otherwise

discuss, contact the executive assistant at least two weeks prior to the board meeting. The agenda is finalized approximately ten days before each meeting. The president and the executive director may adjust the agenda depending on the board's workload at any given time. A new matter for the board should be communicated to the president and/or the executive director. The president sets the agenda and will decide when a matter should be brought before the board. Most matters are first referred to a board committee.

7. Is the bar subject to the Public Meetings and Public Records Laws?

Generally, yes. It is best to consider all bar materials, including correspondence to bar staff and other board members, as public records. Exceptions to the Public Records Law are narrow and if you have a question about whether certain material is exempt, contact the bar's general counsel for assistance. All regular and special meetings of the board, committees, sections, and subcommittees or subsections are subject to the Public Meetings Law (see Board Bylaws Article 8, Section 8.1 and 8.2), except meetings or portions of meetings devoted to judicial proceedings or referred to executive session. The board's discussion of matters involving admission or reinstatement of lawyers is deemed "judicial" and is not a public meeting. (Note, however, that not all records relating to admission or reinstatement are exempt from the Public Records Law.)

MEETING ARRANGEMENTS, EXPENSES, AND SOCIAL MATTERS

1. How do I make arrangements for attendance at a meeting away from my home?

Two of the board's regular meetings are at the Oregon State Bar Center in Tigard. The other three are rotated around the state to give the board an opportunity to meet with members of local bars. For meetings away from the Oregon State Bar Center, bar staff arranges with a local hotel for lodging and meeting facilities. You will be notified well in advance and asked for your rooming preference. Out-of-area members attending a meeting in Tigard make their own arrangements directly with a local hotel. Board members pay for their own transportation, meals (other than group functions), and other expenses, then submit a reimbursement request form. Reimbursement checks are usually issued within a week to ten days.

2. Are my expenses fully paid?

You will be reimbursed for your meeting-related expenses in accordance with the bar's reimbursement policies. Within established limits you are reimbursed for meals, transportation (mileage or airfare), and other travel expenses. Room expense is handled on a master bill for out-of-area meetings. Bar policy prohibits the use of bar funds for the purchase of alcohol, so board members are asked to separate such charges from any reimbursement request and pay those charges personally.

3. Are expenses for spouses/children/guests reimbursed?

The bar reimburses the cost of a single or double occupancy room for a member attending a meeting away from home. Costs for official Board of Governors social events are complimentary for a spouse or one guest as approved by the Board of Governors. Separate transportation and other costs of bringing family members or guests to board meetings are not reimbursed.

4. Whom can I contact if I have questions about expense reimbursement, meeting arrangements, delivery of agendas or other materials, and other similar matters?

The executive assistant to the executive director, will be glad to help with any questions you have. The executive assistant can be reached by phone at 1-800-452-8260 or 503-431-6386 or by fax at 503-598-6986. See page 8 for full support staff contact information.

GETTING THE JOB DONE

1. What is my time commitment as a board member?

Estimates from board members indicate the time commitment can average 300 hours annually or 25 hours a month to attend meetings, do the “homework” required to read agenda materials, work on board projects, make contacts with constituents, and handle various bar-related inquiries by phone and mail. The amount of time devoted varies for each individual. Board member activities include: (1) five regular board meetings (including work sessions and Board of Governors committee meetings) and two to three special board meetings (often held by conference call); (2) generally five interim Board of Governors committee meetings; (3) contact assignments with various bar committees, sections, boards, and other bar groups; (4) Annual House of Delegates meeting and interim/regional House of Delegates meetings; and (5) occasional meetings, events, and social gatherings that relate to issues before the bar, the courts, or the public. The time commitment is greater for board members who are required to travel to the Portland area for the majority of meetings.

2. What are my responsibilities if I am appointed chair of a board committee?

The chair of each board committee works with the Oregon State Bar staff to establish committee agendas and schedule committee meetings. Board committees usually meet on a Friday four weeks before the board meeting. Meetings can be held at other times as requested by the chair.

Board committees receive their assignments from the president. The assignment generally includes a time frame within which the committee is to report back to the board. The chair is responsible for completion of the committee assignment and should work with staff to prepare agendas, meeting notices, and minutes or a report for the board.

3. What is a Board of Governors contact?

Board members serve as contacts to a variety of bar and bar-related groups including sections, standing committees, task forces, and other Oregon State Bar boards. Contacts serve as a link between the board and the other groups, relaying information and serving as a resource. (Note: these groups also have a staff liaison.) Board members are not expected, except in a limited number of cases, to attend all group meetings for groups to whom they are a contact.

4. What is my role in the appointments process?

The board appoints members to the bar’s standing committees and the PLF board and also makes recommendations to the Supreme Court for appointments to the Disciplinary Board and other groups. In addition to service on the board’s Appointments Committee, individual board members are a resource to the board in finding and evaluating candidates (lawyers and public members) for the various appointments that are made.

5. How do Oregon State Bar committees receive their charges?

Every year the board’s Policy and Governance Committee evaluates the work of each Oregon State Bar committee and develops a charge, or assignment, for the coming year. Recommendations from the committee and suggestions and observations from the Board of Governors contact and bar liaison are used in developing the charge consistent with the strategic plan. The Policy and Governance Committee’s proposals are reviewed and acted upon by the full board.

6. If I wish to have a question addressed, a project or activity analyzed or initiated, or a project assigned, who do I contact?

Matters of this type should be addressed to the executive director. In addition to helping you with the procedure for presenting a matter to the board, she can provide historical background

such as (a) whether the question has been addressed previously by the board; (b) whether it might be handled by staff research; or (c) whether it should be referred to a committee or section.

7. How do I get information or materials regarding bar programs, activities, or other bar-related information?

If you cannot find what you need in this handbook or on the Oregon State Bar website (www.osbar.org), let the executive assistant know what you need. If she cannot answer your question immediately, she will relay it to the appropriate staff member for response.

8. Whom do I call with other questions?

Questions of an administrative nature can be directed to the executive assistant (503-431-6386) who acts as a “clearing-house” for board member inquiries. Questions of a legal nature should be directed to general counsel (503-431-6361) or deputy general counsel (503-431-6312). Questions about general policy or other matters should be directed to the executive director (503-431-6359).

MEMBER AND PUBLIC COMMUNICATION:

1. Any suggestions on how I should respond to questions from members or the public about Board of Governors and bar matters?

Except in special circumstances, board members do not speak officially for the board or the bar. This does not mean, however, that you cannot respond to requests or inquiries from bar members or others. Board members can and should report on the status of issues considered by the board and explain, as appropriate, the board’s analysis of such issues. Personal opinions of a board member on any issue should be clearly identified and distinguished from the board’s position.

If you need information in order to respond to an inquiry, call the executive assistant or executive director and they will supply the necessary information or direct your request to appropriate bar staff for assistance. Member requests involving bar policy or projects to be initiated should be brought to the board’s attention by inclusion as a regular or special agenda item. Board members should not commit the board to any particular course of action before the matter is reviewed by the board. Member inquiries involving bar staff should be brought to the attention of the executive director.

2. How have prior board members communicated with and been responsive to their constituents?

Most board member interaction with constituents varies according to each board member’s preference. For direct interaction, many board members regularly attend local bar meetings. For communicating with members on BOG issues, the *BOG Update* electronic newsletters are the primary vehicle. BOG Updates, which are sent following each board meeting, include a summary of recent board actions along with other news items and requests for feedback. Each board region receives its own version of the update, which may include region-specific information or personal messages from the board member(s) sending the update. (Edits or comments related to board actions require prior approval of the President-Elect.) Board members should also expect questions by phone and e-mail from their constituents and colleagues. If you have questions or want assistance in communicating with members in your region please ask for help from the bar staff.

3. When should I use Board of Governors letterhead?

Board of Governors letterhead is used for formal communications when you have been authorized to speak for the board or the bar, either to the public, or to a section, committee, or other

group. It can also be used for communications between board members. Questions about using Board of Governors letterhead in particular situations can be directed to the executive director or to the Oregon State Bar General Counsel.

4. How are media contacts handled?

As discussed above, board members generally do not speak officially for the board or the bar. Board Bylaw Article 11, Section 11.3 sets out the board's policy on media relations. Media statements, whether oral or in writing, are to be informational and should avoid personal opinion or positions not considered or adopted by the board. The president handles most media contacts. A question from the media should be directed to the president, the executive director or to the bar's community relations administrator. If the media requests a statement on an issue not considered or adopted by the board, the president or the executive director makes reasonable efforts to consult with other board members before a statement is issued. If the matter is significant, a special board conference will be called.

5. Are there conflict of interest rules of which I should be aware?

Bylaws Article 2, Section 2.6 contains the restrictions on conduct and activities by "bar officials." In essence, the policy prohibits bar officials and members of their households from using the bar position for personal gain. Board members are also subject, by virtue of ORS 9.010(1), to the Code of Ethics for Public Officers and Employees, ORS 244.010 to 244.040.

Board Bylaws Article 23, Section 23.5, Subsection 23.503 precludes board members from prosecuting or defending PLF claims. The prohibition does not disqualify the board member's firm from such representation provided the board member is screened from any participation in the matter. The policy describes a procedure to confirm compliance by the submission of affidavits by the board member and the firm.

Although not strictly a conflicts issue, board members should also be aware of Board Bylaws Article 2, Section 2.1, Subsection 2.103, which requires board members to refrain from "public involvement" in judicial campaigns.

The Oregon State Bar's General Counsel and Deputy General Counsel are available to answer any questions about these issues.