



**Introduction.** Public boards are made up of people who are elected or appointed to public office. Most governing bodies also have a staff, including a General Manager or Chief Executive Officer (referred to as CEO for the remainder of this document). There are generally other employees who work for the CEO. To better understand how to interact with board members and staff, this document offers information and tools for your benefit.

## ① What Are The Purposes of a Public Board?

It is the board's responsibility to govern within its mandate as provided by law and as demanded by its constituents. Specific powers of various boards vary depending on their function, but they generally are responsible for setting the direction of their government entities, setting policies, hiring a General Manager or Chief Executive Officer to implement the board's will, passing ordinances, adopting budgets and sometimes levying taxes.

## ② A Board Speaks Only With ONE Voice.

An INDIVIDUAL BOARD MEMBER, unless otherwise specified by law or ordinance, has NO power to do anything on their own. Individual board members do not have authority to order staff to do anything, set policy, or commit your governing entity to do anything. BOARDS have all of these powers when they act officially. The board CAN delegate its authority to a single member, in which case individual board members can act on behalf of the entire board within the scope of authority specified. Individual board members can faithfully represent official board positions in public. Board members may represent their own opinions as board members provided they make clear their positions are THEIR OWN and are NOT the positions of the board.

## ③ Staff Implements the Will of the Board and Runs Things Day-to-Day

Once the board has officially taken a position, commits to a direction, or takes an action, the CEO is accountable for implementing the will of the board. If the CEO fails, the board may replace him or her. While CEO's are accountable to their boards, it must always be remembered that boards are accountable to their constituents for achieving positive results. Simply blaming staff for failures won't do, at least not politically!

A CEO is bound by what the board says, not by what individual board members say. Boards should protect staff from individual members of the board by promising they will not hold the CEO responsible for keeping individual board members happy and only holding the CEO accountable to criteria established by the board.

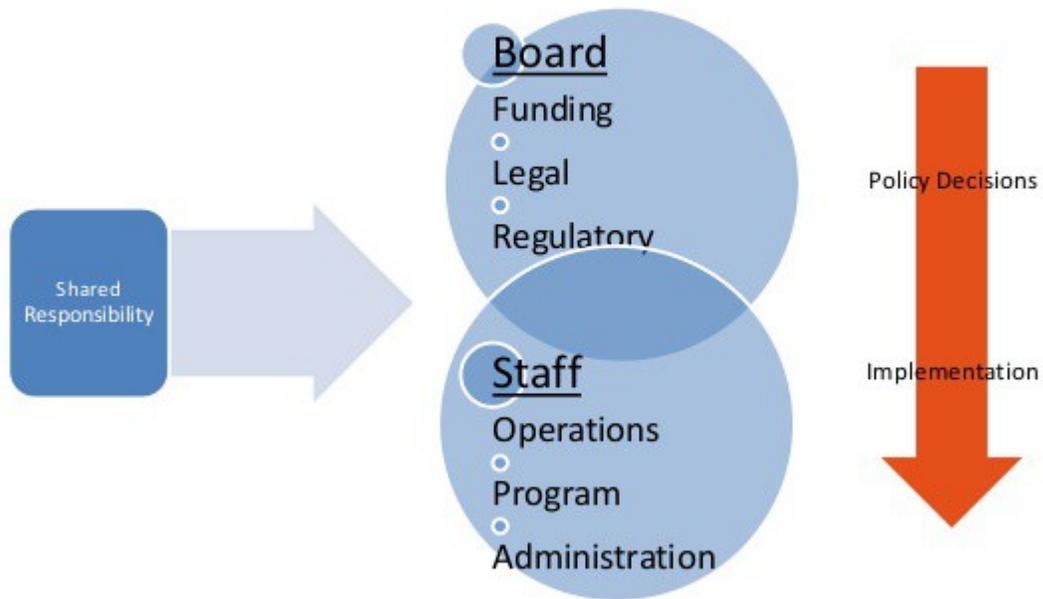
CEOs are typically exclusively responsible for hiring, firing, promoting, or otherwise administering over other staff members. Collectively, under the administration of the CEO, staff is typically responsible for running the government entity on a day-to-day basis and is generally a repository for technical knowledge about the entity.

## ④ Know the Difference Between ENDS and MEANS.

- A. Ends and Means.** "ENDS" are the results you want. "MEANS" are the ways and methods used to achieve the ENDS. Generally speaking, public boards are concerned with ENDS and staff members are concerned with MEANS. One exception is that boards are responsible for setting boundaries for staff by telling them which means it does NOT want them to use (for example, skirting the law, not using general obligation bonds, not using eminent domain, etc.). Within the boundaries set by the board, staff should be free to determine the MEANS by which it achieves the ENDS established by the board.
- B. Micromanagement.** A good governing board does not try to micromanage its staff. Staff members, and CEOs in particular, are usually professional administrators who know what they are doing. They will not function well with board members hovering over their shoulders and the best of them won't tolerate it. If you do not have faith in your CEO, you might want to find another. Otherwise, let staff do their jobs. If a board member is wandering into dealing with MEANS, he or she is probably guilty of micromanagement.
- C. Very Small Boards with No Staff.** Sometimes, government entities are so small that there is no staff. In these cases, board members must take on staff functions too. In these cases, it serves boards well to draw a line between determining ENDS and MEANS, making sure they wear only one of these "hats" at a time, and making sure their board members are on the same page.

**Conclusion.** This offers a basic introduction and some rules of thumb relating to board/staff governance in Oregon. This document is not meant to constitute legal advice. Speak to an attorney if you have questions.

# Q Governance Model



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