



BOARD OF DIRECTORS AND EXECUTIVE DIRECTOR OPERATING AGREEMENTS

Re-adopted: January 25, 2025

Mission Statement: The Oregon School Boards Association is dedicated to improving student success and education equity through advocacy, leadership and service to Oregon public school boards.

I. Purpose

The Board of Directors is the policy-making body for the Oregon School Boards Association. To effectively meet the mission of OSBA, the board and Executive Director must function together as a leadership team. To ensure unity among team members, operating agreements must be in place. The following are the operating agreements for the board and Executive Director.

II. Governance Principles

1. Work together in a cooperative and collaborative partnership aligned toward our common mission: "To improve student success and education equity through advocacy, leadership and service to Oregon public school boards."
2. Focus on policy making, planning and evaluation and educational innovation rather than day-to-day operations. Recognize and respect the Executive Director's responsibility to manage the organization and direct employees.
3. Give careful consideration to all issues, whether brought by individuals or special interests.
4. Make decisions as a whole board only at properly called meetings. Board directors recognize that individual directors have no authority to take individual action in policy or organizational matters on OSBA's behalf.
5. Support decisions of the majority after honoring the right of individual directors to express opposing viewpoints and vote their convictions.

III. Board Operating Agreements

1. Keep the OSBA mission in front of us at all times.
2. Think bigger picture—students, region, state, nation.
3. Assume positive intent while actively working to maintain trust.

4. Listen actively and respectfully to all perspectives without sidebar conversations. Listen to understand with the possibility that you may change your mind.
5. Be thoughtful about sharing discussion time with other board members and be careful to not dominate the airtime.
6. Disagree respectfully—speak about the issue not the individual.
7. No surprises
 - a. To allow the Executive Officers and staff to prepare for meeting discussions, whenever possible, communicate directly with the Executive Director or a member of the Executive Committee before board meetings to identify questions and/or concerns about:
 - i. [Agenda additions and deletions](#)
 - ii. Board process
 - iii. Staff or community member concerns
 - b. Communicate directly with the Executive Director or a member of the Executive Committee before raising new issues or concerns at board meetings or in other arenas.
 - c. Communicate one-on-one when an individual concern arises with the Executive Director or other board directors, as appropriate. Communicate with a member of the Executive Committee about concerns with board process.
 - d. Communicate directly with the Executive Director when questions or concerns are voiced by a staff or community member.
 - e. Bring potential agenda items to the Executive Committee in a timely manner. A majority of the Executive Committee must agree on an item for it to be placed on the agenda.
8. Review information before arriving at meetings and come prepared to participate fully in discussions knowing the presenters will only summarize or highlight materials.
9. If considerable work or time is required to generate data when a director or officer makes a request of staff, a majority of the officers and Executive Director must endorse the request.
10. Recognize the responsibility of the Executive Committee to make decisions when it is not timely or prudent for the entire board to meet.
11. Board and committee meeting minutes will be brief. Minutes will provide sufficient detail to reconstruct the actions of the board and the substance of an argument or discussion. Information and report items will include a minimum description of the presentation.

IV. Virtual Meetings

1. In addition to adhering to the operating agreements above, the OSBA Board of Directors voluntarily agree to following operating agreements when meetings are held in a virtual environment.
 - a. Prior to the meeting, test-run equipment to ensure a smooth call to order.
 - b. Make every attempt to join the meeting from a quiet location.
 - c. Be on camera as much as possible and have your name show under your video.
 - d. Any background, which includes the room you are using and/or photos must be appropriate for the work environment.
 - e. Dress, speak, and act in a professional manner.
 - f. Raise your hand or your virtual hand when you wish to be heard and wait for the chair or executive director to call on you before speaking.
 - g. Listen actively and respectfully to all perspectives without sidebar conversations in the chat, other distractions, or multi-tasking.
 - h. Follow the parameters set by the President or designee regarding use of the chat.
 - i. Silence microphones or mute outgoing audio unless speaking. Turn off notifications or sounds that could be distracting.
 - j. Upon adjournment, all members will leave the meeting promptly.
 - k. Those participating in Executive Session will do so behind closed doors without any non-members of the board being present and use remote access methods that do not allow non-board members to hear or see the proceedings.
 - l. No portion of the proceedings of Executive Session shall be recorded, photographed, or otherwise reproduced in a visual or audio format by anyone.
 - m. Upon adjournment, leave the meeting promptly.

V. Role and Expectations of the Executive Committee

1. Solicit input from the board on the agenda. Meet regularly with the Executive Director to develop the agenda, provide input on information needed by the board for decision making, plan meeting processes and distribute assignments.
2. Ensure that information exchanged with the Executive Director is shared with the board of directors via meeting notes and/or board meeting agenda materials.
3. Set annual priorities for professional development for the board.
4. Work to ensure broad board participation in ad hoc and standing committees, statewide appointments and regional and national events. Responsibilities and opportunities should be spread outside of the executive committee.
5. Executive committee officers are expected to attend statewide OSBA events, regional and national NSBA events, as scheduled and outlined in OSBA policies.

VI. Role of the President

1. Speak for and about the board. Describe the board's process and positions. Ensure all board directors feel supported and encourage their participation.
2. Convene meetings, make appointments and execute documents as defined in OSBA's bylaws, policies and by board action.
3. Ensure internal communication with the board and Executive Director is complete and timely.
4. Work with the executive committee to implement board professional development.

VII. Expectations of the Executive Director

1. Function with the board of directors as a team.
2. Respect and acknowledge the board's role in setting policy and overseeing the performance of the Executive Director.
3. Provide data to the board of directors so that data-driven decisions can be made.
4. Inform the board of all critical information including relevant trends, anticipated adverse media coverage or critical external or internal changes.
5. Facilitate and support the success of the board of directors as regional ambassadors. Encourage participation in statewide task force opportunities.
6. Communicate with the Executive Committee if a problem or issue is observed developing with an individual board member.
7. Represent OSBA by engaging in key partnerships around the state.
8. Serve as the key spokesperson for the association, speaking for and about the association.

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