

Alaska State Legislature

Select Committee on Legislative Ethics

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August 21, 2013

ADVISORY OPINION 2013-02

Subject: Board Membership

The Select Committee on Legislative Ethics initiated this advisory opinion under AS 24.60.160 to answer the following question: what is the meaning of "organization," "board of an organization," and "board membership," in the context of the disclosure requirement under AS 24.60.030(f) of the Legislative Ethics Act?

Discussion

"Organization," "board of an organization," and "board membership" are terms used in AS 24.60.030(f) of the Legislative Ethics Act. The Act does not define these terms. AS 24.60.030(f) is a disclosure requirement. It reads:

(f) A legislative employee may not serve in a position that requires confirmation by the legislature. A legislator or legislative employee who serves on a *board of an organization*, including a governmental entity, shall disclose the *board membership* to the committee. A person required to make a disclosure under this subsection shall file the disclosure with the committee by the deadlines set out in AS 24.60.105 stating the name of each *organization* on whose board the person serves. The committee shall maintain a public record of the disclosure and forward the disclosure to the appropriate house for inclusion in the journal. This subsection does not require a legislator or legislative employee who is appointed to a board by the presiding officer to make a disclosure of the appointment to the committee if the appointment has been published in the appropriate legislative journal during the calendar year.

(Emphasis added).

Because the advisory authority of the committee extends only to rendering opinions based on our interpretation of the Legislative Ethics Act, we do not interpret or apply other state laws in this opinion. However, we adopt the common-sense approach of the Alaska Supreme Court in interpreting statutory terms. That court has advised that:

Dictionaries provide a useful starting point for determining what statutory terms mean, as they provide the common and ordinary meaning of words. When a popular or common word is used in a statute, but is not defined,

the word should be given its common meaning.^[1]

In *Webster's Collegiate Dictionary*, Eleventh Edition, "organization" is defined as follows:

- 1)
 - a: the act or process of organizing or of being organized
 - b: the condition or manner of being organized
- 2)
 - a: ASSOCIATION, SOCIETY <charitable *organizations*>
 - b: an administrative and functional structure (as a business or a political party); *also*: the personnel of such a structure

In common understanding, the word "organization" is a noun used to describe a grouping of parts to form a whole. This term could describe a condition, like the *organization* of bee hives, or a process, such as the *organization* of a social event. But, in the context in AS 24.60.030(f), it means a group of people united for a common purpose, such as an association, or a structure for doing business, such as a corporation.

The relevant definition of "board" in *Webster's Collegiate Dictionary*, Eleventh Edition, defines it as "a group of persons having managerial, supervisory, investigatory, or advisory powers."

The complete term, "board of an organization," seems to be commonly understood as a board that has power to manage, supervise, investigate, or advise an administrative and functional structure, such as a business, or a group of people united by a common purpose, such as an association or society.

The relevant definition of "membership" in *Webster's Collegiate Dictionary*, Eleventh Edition, defines it as "the state or status of being a member." The same authority defines "member" in this context as "one of the individuals composing a group." Therefore, the meaning of "board membership," necessarily combining the commonly understood meanings of "board," "member," and "membership," seems to be "an individual who is one of the individuals composing a group of persons having managerial, supervisory, investigatory, or advisory powers."

Because "organization," "board of an organization," and "board membership" are not specifically defined by the Act, the legislature has left discretion to this committee to interpret the meaning of these terms in the context of the Act. However, this does not mean we may create unique, narrow definitions that are inconsistent with common understandings of the terms, or that our definitions may create exceptions that are inconsistent with AS 24.60.030(f). AS 24.60.030(f) directs broad disclosure and does not contain exceptions for or distinguish between non-profit and for-profit organizations, governmental and non-governmental organizations, or religious and non-religious

¹ *Alaskans For Efficient Government, Inc. v. Knowles*, 91 P.3d 273, 276 n.4 (Alaska 2004), quoting 2A Norman J. Singer, *Sutherland Statutory Construction* § 47.28 (6th ed. 2000).

organizations.

The context in which an undefined term is used is an important consideration in interpreting its meaning. Because we are defining "organization," "board of an organization" and "board membership" in the context of a disclosure provision we should interpret these terms reasonably broadly in order to be consistent with the purpose of that provision, which is to encourage disclosure. As we advised in AO 09-05, "ethics disclosure requirements are based in part on the principle that certain potential conflicts of interest, once out in the open, pose less of a threat to the public's confidence in government than they might if they were not revealed."

Conclusion

We interpret the terms "organization," "board of an organization," and "board membership" used in AS 24.60.030(f) as follows:

"organization" means an administrative and functional structure, such as a business, or a group of people united for a common purpose, such as an association or society;

"board of an organization," means a group of persons having managerial, supervisory, investigatory, or advisory powers over an administrative and functional structure, such as a business, or over a group of people united for a common purpose, such as an association or society;

"board membership" means having the status of being an individual who is one of the individuals composing a board.

Adopted by vote of the Select Committee on Legislative Ethics on August 21, 2013.

Members present and concurring in this opinion were:

H. Connor Thomas, Chair
Representative Chris Tuck
Senator Berta Gardner
Senator Cathy Giessel
Antoinette "Toni" Mallott, public member
Dennis "Skip" Cook, public member
Herman G. Walker, Jr., public member
Gary J. Turner, public member

Members absent:

Representative Charisse Millett

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