

WASHINGTON STATE BAR ASSOCIATION

BOARD OF GOVERNORS MEETING MINUTES

Olympia, WA
March 3-4, 2023

[Call to Order and Welcome \(link\)](#)

The meeting of the Board of Governors of the Washington State Bar Association (WSBA) was called to order by President Dan Clark on Friday, March 3, at 2:09 PM. Governors in attendance were:

Francis Adewale
Sunitha Anjilvel
Lauren Boyd
Jordan Couch
Matthew Dresden
Kevin Fay
Erik Kaeding
Nam Nguyen
Kari Petrasek
Brett Purtzer
Mary Rathbone
Serena Sayani
Alec Stephens
Brent Williams-Ruth

Also in attendance were President-Elect Hunter Abell, Deputy Executive Director Dua Abudiab, Committee on Professional Ethics Chair Pam Anderson, Rick Bartholomew, Executive Administrator Shelly Bynum, Practice of Law Board Chair Michael Cherry, Professional Responsibility Counsel Jeanne Marie Clavere, Chief Disciplinary Counsel Doug Ende, Volunteer Engagement Advisor Paris Eriksen, Family Law Section Liaison Nancy Hawkins, Brooks Holland, Rajeev Majumdar, Outreach Specialist Mike Kroner, SanNi Lemonidis, Director of Finance Tiffany Lynch, Sections Program Specialist Carolyn MacGregor, Executive Director Terra Nevitt, Chief Communications Officer Sara Niegowski, Broadcast Services Manager Rex Nolte, TAXICAB Chair Kyle Sciuchetti, Sophia Palmer, Equity and Disparity Workgroup Chair Laura Sierra, General Counsel Julie Shankland, Vanna Sing, Chief Equity & Justice Officer Diana Singleton, Human Resources Director and Chief Culture Officer Glynnis Klinefelter Sio, Immediate Past President Brian Tollefson, Member Services and Engagement Manager Julianne Unite, DEI Council Co-Chair Raina Wagner and Utah State Bar Executive Director Elizabeth Wright.

Budget & Audit Retreat (Part 1 [link](#), Part 2 [link](#))

The Board watched a video about the WSBA budget process and Treasurer Adewale presented the retreat objectives. Discussion followed including about the philosophy and size of the unrestricted reserves, the future of the WSBA offices, and licensing fees. An ideation session followed with Governors suggesting new programs and services, and governor priorities for the FY24 budget. Within that session, Director Lynch provided a financial comparison of budget scenarios both with and without the projected use of reserve funds. Next steps were discussed, which included WSBA staff preparing information for the Board to consider as part of the budgeting process.

Consent Calendar ([link](#))

Pres. Clark asked if anyone wished to remove an item from the consent calendar. Gov. Fay moved for approval. There was no discussion. Motion passed unanimously. Govs Couch, Dresden and Stephens were not present for the vote.

Member & Public Comments ([link](#))

There was no public comment.

President's Report ([link](#))

Pres. Clark referred to his written report.

Executive Director's Report ([link](#))

Director Nevitt referred to her written report and provided an update on WSBA program review, including the proposed scope of review. No concerns were raised.

Governor Roundtable ([link](#))

Gov. Williams-Ruth shared some of the feedback he received regarding the Bar licensure Task Force. He reported that the Task Force will be creating a centralized feedback method to encourage constructive dialogue.

Update: Task Force Administering Xenial Involvement with Supreme Court Boards Proposed Policy for WSBA's Administration of Supreme Court Boards ([link](#))

Task Force Chair Kyle Sciuchetti presented a first read of the TAXICAB proposal to clarify how to operationalize GR 12.3, which delegates authority to the WSBA to administer certain Supreme Court created boards and committees. Director Nevitt commented that the goal of the proposal is to make the WSBA's relationship and authority clearer as it relates to administration of Supreme Court boards. Family Law Section representative Nancy Hawkins said they oppose the proposal as it appears to benefit the Supreme Court boards to the detriment of other WSBA entities. Pres. Clark recommended that the item be presented at the August Board meeting for second read and possible action.

Second Reading: Proposed change to Member At-Large Governor eligibility requirements in WSBA Bylaws ([link](#))

Diversity Equity and Inclusion (DEI) Council Member SanNi M-K Lemonidis and DEI Council Co-Chair Raina Wagner presented a bylaw amendment proposing changes to the eligibility requirements for the at-large

seats on the Board of Governors. The presenters commented that the proposed change is not to the WSBA's overall definition of diversity, but only as it applies to eligibility for the at-large Board seats that are designated to be filled by members with lived experiences in a historically underrepresented group. Gov. Williams Ruth moved to adopt the proposal as presented, and also made a motion amend to add geography to the eligibility categories. Discussion followed regarding rural representation, the definition of being geographically diverse, and that the issue of geographic diversity is distinct from addressing representation of historically marginalized groups. The Board also heard public comment on the topic. Motion to amend failed 1-12. Gov. Dresden was not present for the vote. Motion to approve the proposal passed 12-1. Gov. Dresden was not present for the vote.

Gathering Input on the Equity and Disparity Workgroup's Proposed Amendments to GR 12.2 ([link](#))

The Equity and Disparity Workgroup Chair Gov Stephens presented a high-level overview of the workgroup's proposed amendments. He commented that the first read would be at the June Board meeting, that the Washington Supreme Court will put the proposal through its own public-feedback process, that the workgroup made extensive outreach to various stakeholders and that they plan to solicit more feedback from all members.

Subcommittee Chair Laura Sierra detailed the subcommittee goal to identify and amend court rules that impede equity and exacerbate disparity in the courts and legal system. Discussion followed regarding how the WSBA legal counsel has been involved in the work, how this is an effort to better define what bar activities are germane per the Keller Analysis, the benefits of having clarify from the Washington Supreme Court about what work is appropriate for the bar association, and a desire not to conflate what is permissive with regulatory versus non-regulatory activities.

Approve the Committee on Professional Ethics' Proposed Amendments to RPC 1.5(e), 5.4 and 7.3 ([link](#))

CPE Chair Pam Anderson presented proposed amendments that will clarify the rules about when a lawyer can pay a fee to a lawyer referral service. Clarifying these arrangements as permissible will facilitate access to justice. An example provided was that the referral fees often fund legal service programs for underserved populations in counties where there is a fee sharing arrangement. CPE Member Brooks Holland provided some historical context as the proposal was previously approved by the Board and sent to the Supreme Court, but not acted upon. Gov. Fay moved to approve the amendment as proposed. Motion passed unanimously. Gov.'s Couch and Dresden were not present for the vote.

Special Presentation: Legal Regulatory Innovation ([link](#))

Utah State Bar Executive Director Elizabeth Wright provided information about Utah's Regulatory Sandbox, where non-lawyer entities can provide legal services under close observation to ensure they are serving the public and protecting the consumer. Executive Director Wright detailed the history of the program, how the program is funded and program goals.

Executive Director Terra Nevitt referred Board members to written materials about a similar program in Arizona.

Practice of Law Board Chair Michael Cherry presented an overview of the proposal being considered to bring data-driven legal regulatory reform to Washington. Discussion followed including about entity

participation, the regulation of program participants, how reform will address access to justice, and the ability to recruit volunteers to provided oversight. The Board also discussed the importance of answering the Supreme Court's request to provide input on the POLB's regulatory reform proposal.

Gov. Williams-Ruth moved to send a letter to the Washington Supreme Court to support moving forward with the Practice of Law Board's exploration of its regulatory reform proposal with the goal of answering our many questions about the logistics and details; and to ask the Court to keep the Board of Governors involved in the process. Discussion followed regarding the risks of being seen to endorse the POLB's plan; clarification that the motion is meant to keep the process going and to get answers to the Board's questions; support for sending nothing at this time; concern about spontaneous deregulation if the Court does nothing; concerns about unfunded mandates; and concern about the optics of if the Board shuts down legal market participants.

Gov. Fay made a friendly motion asking the letter to include the Board's reservations about the cost of regulation. He withdrew the motion after further discussion. President Clark offered a proposed compromise, sending the letter with endorsement of moving forward but noting all the concerns raised by Governors. The original motion passed 6-5. Govs Couch, Dresden, and Rathbone were not present for the vote.

Meeting Feedback ([link](#))

Gov. Purtzer commented that this was his first meeting where the Board has had a truly spirited discussion and applauded the group for their efforts. Pres. Elect Abell thanked Gov. Nguyen for his hospitality in his home city. Gov. Stephens thanked the staff for their support and was thankful for the opportunity to engage with the Supreme Court. Pres. Clark recognized Gov. Stephens for being the longest serving governor in WSBA history. Gov. Adewale expressed his deep appreciation for the WSBA staff that supported the Budget & Audit retreat.

ADJOURNMENT ([link](#))

There being no further business, Pres. Clark adjourned the meeting at 4:50 PM on Saturday, March 4, 2023.

Respectfully submitted,

Terra Nevitt

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WSBA Executive Director & Secretary