

WASHINGTON STATE BAR ASSOCIATION

BOARD OF GOVERNORS SPECIAL MEETING

Public Session Minutes

Seattle, WA

April 6, 2018

The Special Meeting Public Session of the Board of Governors of the Washington State Bar Association (WSBA) was called to order by President Bill Pickett (by videoconference) on Friday, April 6, 2018, at 2:25 p.m. at the WSBA Conference Center, Seattle, Washington. Governors in attendance were:

Dan W. Bridges
Daniel D. Clark (phone)
James K. Doane (phone)
Angela M. Hayes
Kim E. Hunter (phone)
Jean Y. Kang
Rajeev D. Majumdar
Athan P. Papailiou
Kyle D. Sciuchetti
Alec Stephens
Paul Swegle
Judge Brian Tollefson (ret.)

Also in attendance were Immediate Past-President Bill Hyslop, Executive Director Paula Littlewood, General Counsel Sean Davis, Chief Regulatory Counsel Jean McElroy, Chief Disciplinary Counsel Doug Ende, Director of Human Resources Frances Dujon-Reynolds, Chief Operations Officer Ann Holmes, Director of Advancement/Chief Development Officer Terra Nevitt, and Chief Communications and Outreach Officer Sara Niegowski. Governors Chris Meserve and Kim Risenmay were not present.

President Pickett welcomed governors, guests, and staff to the Special Meeting. The meeting was called to take action on the Action Plan for Proposed Bylaw Amendments (Action Plan) proposed by Governors Bridges and Majumdar, which was heard on first reading at the March 19, 2018, Special Meeting. Noting the importance of transparency and input, President Pickett

acknowledged the feedback already received from former WSBA Presidents and others, and advised the in-person and telephone audiences that the Board would hear their comments before considering the Action Plan and that he would entertain a motion to extend the meeting to ensure that everyone had the opportunity to share their perspectives with the Board.

Governor Bridges noted that the Special Meeting was called to consider the process included in the Action Plan, not to debate the merits of the three new Board seats. President Pickett stated that the process in the Action Plan included consideration of whether or not to delay implementation of the three new Board seats, that it was important to hear what the guests had to say, and that wide latitude would be given so that people had the opportunity to speak.

Guests expressed a range of views, including: concern that the decision to add limited license and public members to the Board, after a four year deliberative process and Supreme Court approval, not be re-opened or delayed; the importance of including the diverse voices of limited license and public members on the Board; the current Board's responsibility to make its own decisions and not be bound by the decisions of past Boards; and the dedication of lawyers in caring for the profession and helping the public.

Governor Majumdar moved to extend the meeting. Motion passed unanimously. Additional views expressed included: concern that WSBA does not support its lawyer members and that limited license members are hurting the profession; concern that the training, qualifications, motivations, and value provided to the public by limited license members are not understood and that these members do not diminish the value and importance of lawyers; appreciation that limited license members enhance the public's access to justice; recognition that when compared to other professional governance bodies, the Board's lack of public members is an anomaly in the United States, that the practice of law is rapidly changing, and that the Board needs to be forward looking; concern that delay in filling the new seats would be a step in the wrong direction and would look terrible to the Court and the public; the importance of giving limited license members a right to a voice as any other member of the Bar; that limited license members' voting power should be limited to issues concerning their specific practice; that

giving a dedicated seat to limited license members is disproportionate to representation on the Board given to lawyer members; and that the three new positions represent best practice and should be implemented.

Governor Papailiou moved to exclude consideration of the three new seats from the Action Plan on the grounds that the Action Plan is not a process, but a means to an end; is anti-Limited License Legal Technician (LLLT), anti-public, anti-access to justice, and anti-diversity; and is contrary to a Supreme Court order. Several governors expressed disagreement with his perspective. Motion failed for lack of a second.

Governor Bridges advocated that the Action Plan be approved as presented as it was not substantive but procedural; does not exclude limited license professionals from serving on the Board; allows public members to serve staggered terms; and was prepared after several Supreme Court justices shared with the Board that the Board could develop a process to consider these issues.

Governor Tollefson moved that the Action Plan be amended to include only the Bylaw amendments relating to the three new governor positions, and that all other bylaw amendments be put on for action at the May 17-18, 2018, meeting. Discussion ensued regarding a range of topics, including: governance concerns relative to the remaining Bylaw amendments to be addressed by the Work Group; the wisdom of considering all proposed Bylaw amendments together; the purpose of having another group study issues that have already been reviewed extensively; the impact of increasing the Board's size to 17; the unclear role of the proposed Work Group; and the misconception that WSBA Governors, who are voted in by a very small percentage of eligible voters, were elected to represent their constituents. Following discussion, President Pickett called the question. Motion passed 11-0-1. Governor Papailiou abstained. Governor Tollefson's motion passed 9-3.

Governor Stephens moved that the Board appoint 21 members to the Work Group identified in the Action Plan, who shall represent various interests including lawyers, limited license

members, and community members. Discussion ensued about whether the Work Group would be more accountable if members were appointed, or open to anyone as contemplated in the Action Plan. Governor Swegle called the question. Motion passed 10-1-1. Governor Clark abstained. Governor Stephens' motion tied 5-5-2. Governors Kang and Clark abstained. President Pickett broke the tie in favor of the motion. Motion passed 6-5-2.

Governor Papailiou moved to remove language in the Action Plan holding in abeyance the onboarding of all three new Governor seats. Motion died for lack of a second. He then moved to remove language in the Action Plan holding in abeyance the onboarding of the two public member positions. Governor Swegle called the question. Motion passed 11-1. Governor Papailiou's motion failed 2-9-1. Governor Stephens abstained.

Governor Stephens moved to approve the Action Plan as amended, with a Work Group of 21 persons appointed and representing various interests, which shall address proposed Bylaw amendments relating to the three new governor positions. Motion passed 11-0-1. Governor Majumdar abstained. President Pickett advised that he would inform the Supreme Court of actions taken by the Board at this meeting. Governors Stephens, Bridges, and Majumdar agreed to work with President Pickett regarding appointments to this Work Group.

ADJOURNMENT

There being no further business, the Special Meeting Public Session was adjourned at 6:12 p.m. on Friday, April 6, 2018.

Respectfully submitted,

Paula C. Littlewood

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WSBA Executive Director & Secretary