

WASHINGTON STATE
B A R A S S O C I A T I O N

Board of Governors Meeting

Late Materials

January 16-17, 2020
WSBA Conference Center
Seattle, Washington

| BOARD OF GOVERNORS MEETING Late Materials January 16-17, 2020 Seattle, WA | |
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WASHINGTON STATE
B A R A S S O C I A T I O N

Appointment to
Client Protection Board

**WASHINGTON STATE
BAR ASSOCIATION**

TO: WSBA Board of Governors
FROM: Kyle Sciuchetti, WSBA President-elect
RE: Chair of Client Protection Board
DATE: December 30, 2019



Action: Appoint Carrie Umland as the 2019-20 Chair of the Client Protection Board.

In July of 2019 the Board appointed Julian Bray as the 2019-2020 Chair of the Client Protection Board. He has since resigned from the position. I nominate Carrie Umland, who has been serving as Acting Chair, to replace him. Her resume is attached.

CARRIE D. UMLAND

Carrie@PalaceLaw.com work email

PROFESSIONAL EXPERIENCE

PALACE LAW

Attorney at Law – October 2012 - present

Practicing civil litigation, primarily in the areas of automobile negligence, premises liability, dog bites, slip/trip and falls, and legal malpractice. Obtain favorable results for clients through arbitration, trial, and alternative dispute resolution. Experienced in developing discovery plans and schedules; drafting interrogatories; production requests; motions; and witness depositions.

GRAHAM LUNDBERG PESCHEL, P.S., Seattle, WA

Attorney at Law – July 2005 – October 2012

Practicing civil litigation, primarily in the areas of automobile negligence, premises liability, dog bites, slip/trip and falls, and legal malpractice. Obtain favorable results for clients through arbitration, trial, and alternative dispute resolution. Experienced in developing discovery plans and schedules; drafting interrogatories; production requests; motions; and witness depositions.

PLANCO FINANCIAL SERVICES/HARTFORD LIFE

Regional Marketing Director – October 2000 to June 2005

Provided marketing and service efficiencies to financial advisors in the independent and brokerage channels. Presented technical product knowledge in an innovative way.

EDUCATION

SEATTLE UNIVERSITY SCHOOL OF LAW, Seattle, WA

Juris Doctor – December 1994

Washington Bar Admission – June 1995 WSBA #24949

CENTRAL WASHINGTON UNIVERSITY, Ellensburg, WA

Bachelor of Arts - - June 1985

COMMITTEE & COMMUNITY EXPERIENCE

WSBA Client Protection Fund Board (Current Acting Chair) 2013 to present

WSAJ Judicial Relations Committee 2018 to present

WSAJ Auto/PIP Legislation Committee 2019 to present

Cascade Bicycle Club Board of Directors 2019

References available upon request

WASHINGTON STATE
B A R A S S O C I A T I O N

WSBA Bylaw Changes
Public Comment

From: [Brian Tollefson](#)
To: [Shelly Bynum](#)
Subject: FW: WSBA By-laws
Date: Monday, January 13, 2020 10:51:01 AM

From: [Gary Morean](#)
Sent: Thursday, January 9, 2020 5:36 PM
To: [Brian Tollefson \(tollefsonbog@outlook.com\)](mailto:brian.tollefson@outlook.com)
Cc: [Jean Cotton \(walawj99@yahoo.com\)](mailto:jean.cotton@yahoo.com)
Subject: WSBA By-laws

Brian,

I strongly support the proposed pull back from the previous by-law change that has yet to be implemented regarding giving a BOG seat to the LLLTs. No group that small should be granted that much power. As current members of our association they should compete with all other members for a spot on our governing body. Giving 50 of our 40,000 members that kind of disproportionate power is unfair and wrong. There is no “diversity” based argument that could be made that would allow you to shoehorn the LLLTs into a position of exclusive power and control that would be authorized by setting aside an at-large position just for them.

I doubt that any LLLT can properly represent any appropriately significant portion of our membership, but should one such candidate manage to persuade enough of the membership to support their candidacy, then they could earn a spot on the BOG board just like everyone else.

Thank you.

Gary

Gary A. Morean, *Partner*
Attorney at Law
INGRAM, ZELASKO & GOODWIN, LLP
120 East First Street | Aberdeen, WA 98520
360.533.2865 (phone) | 360.538.1511 (fax)
Email: gmorean@izglaw.com
Website: www.izglaw.com

From: [B.Tollefson](#)
To: [Shelly Bynum](#)
Subject: FW: comments re proposed WSBA bylaw changes
Date: Monday, January 13, 2020 10:53:05 AM
Attachments: [74499AF1A1AE491E92B189D25C3654B7.png](#)

Hello Shelly Bynum

Please place the attached email in the BOG materials for the January meeting later this week.
Thank you.
Best regards,

Judge Brian Tollefson, retired
WSBA Governor, District 6

From: [Sands McKinley](#)
Sent: Thursday, January 9, 2020 12:50 PM
To: BHMTollefson@outlook.com
Subject: comments re proposed WSBA bylaw changes

Greetings,

This email provides my input regarding certain proposed bylaw changes on the BOG agenda for next meeting. Please distribute this email to the BOG.

First, regarding the number of BOG Seats, I strongly support

- Not expanding the number of Governors from that provided before the current (but suspended) additional seats were approved by the former ED.
- Regarding the "At Large" BOG positions,
 - Only licensed lawyers should fill BOG positions.
 - All three at large positions should be filled by lawyers, with one being reserved for a young lawyer and two reserved for diversity based Governors. The two at large diversity members should be elected by the Members, and the young lawyer member should be elected by the young lawyers.

Second, regarding the Executive Director, I strongly support the proposal to limit the Executive Director's term to a 10-year term. A second non-consecutive term should be possible. The ED should be hired, directed, supervised, and fired by the BOG. The tail should never again be allowed to wag the dog.

Third, I support allowing Governors to serve two terms of three years over a lifetime instead of just one term. I also support having those terms be non-consecutive terms.

Thank you for your service.



Sands McKinley | Founder

P: 206.625.9600 | F: 206.223.1999

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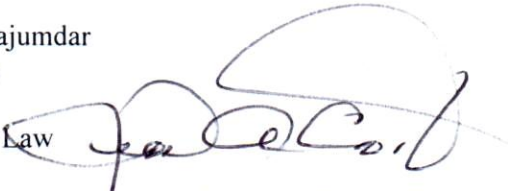
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Jean A. Cotton
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507 W. Waldrip St.
P. O. Box 1311
Elma, Washington 98541

Office 360-482-6100
Fax 360-482-6002

Date: January 13, 2020
To: WSBA President Rajeev Majumdar
WSBA Board of Governors
From: Jean A. Cotton, Attorney at Law 
Re: Proposed WSBA Bylaws Amendments Scheduled for Second Read on January 16, 2020

President Majumdar and Board Members:

Your efforts in restoring the WSBA Bylaws to a more member-oriented organization is greatly appreciated. I believe that the majority of the proposals now scheduled for discussion at the January 2020 Board meeting reflect the tireless work of many and I wholeheartedly support the vast majority of the proposals. However, that being said, I have found that supplying the reasons not only for support but also for concerns should be set forth in the event that time does not allow for such comments to be placed on the record orally. Therefore, I have taken the time to draft comments as to each of the proposed amendments that were set forth in the November 2019 BOG Book. It is my understanding that these proposed amendments will be up for a second read at the January 16, 2020, Board Meeting and possibly for action.

Following are my thoughts on the proposed amendments for your consideration:

Proposed Amendments to the WSBA Bylaws
(pages 208-215 November 2019 BOG Materials)

A. Bylaws Article II.E.2 - Quorum

No comment.

B. Bylaws Article IV(A)(1) – Composition of Board of Governors

The proposed change would reverse the change made in 2018 version and roll back the number of at large governors from 6 to 3. This eliminates the 2 public member seats and the one LLLT/LPO seat.

As to the public member seats, I have never supported the proposition of adding such persons to the BOG. Not only can a member of the public never have a full understanding of the issues faced by members of the Bar, an additional question is how would such persons be selected to run much less be elected? The selection process for candidates could easily be skewed and has great potential for not being representative of the citizens of the state. How would things like diversity, life experience, geography, gender, education, profession, bias, conflict, etc. be evaluated or properly vetted? If this were a huge issue for the public from which an outcry has been received, that has never been disclosed. And, if there has been such an outcry, you'd think those folk would be attending our meetings, which are open, and yet the public does not choose to attend. Finally, public members already occupy seats on important WSBA committees and work

groups. In August 2018 The BOG Work Group studying this issue found at least 14 WSBA Committees and work groups that held seats for public members. With this type of opportunity already in place, there is simply no justification nor need to also reserve public member seats on the Board of Governors.

As to the remaining seat, at the November BOG meeting, the LLLTs present complained that with so few of them in existence they wouldn't stand a chance in an election with other Bar members. I pointed out at that meeting, however, that they are in no different position that folk like me who reside in a small county and our Congressional District includes a highly populated county where a candidate outside of the highly populated county faces a huge disadvantage in running against someone from that highly populated county. The proposal on the table does not put the non-lawyer Bar members at any greater disadvantage than the vast majority of lawyer-members who reside in rural counties. It's just a fact of life. The flip side of the coin could also be argued in favor of this proposed change to eliminate those special seats. Why should a non-lawyer who gets full advantage of all of the benefits of being a Bar member (i.e. reduced fees for CLE programs, reduced licensing fees, voting for BOG seats, access to Bar resources, etc.) without the same burdens as a lawyer members (i.e. outrageous law school costs/debts to pay, significantly higher licensing fees, etc.) also get a special seat on the Board particularly when the non-lawyers comprise only about 2% of the membership? If the measuring stick is to be any group that has a minority gets a special seat, then wouldn't there be a seat for Russian speaking members, or left-handed members, or members with one blue eye and one brown eye, and so forth?

Simply put, I wholeheartedly support the proposed change to set the number of at large positions to 3 and eliminating the two public seats and one LLLT/LPO seat.

C. Bylaws Article VI(A)(1) & (2) – Eligibility for Membership on Board of Governors

(1) Governors from Congressional Districts

The proposed change would increase the exception for someone who has previously served as a governor and who wishes to run for a three year term from 18 months to 48 months of prior service.

I believe this bylaw was put into place because of the situation where a seat has been left vacant due to the incumbent not having served out their entire 3 year term. It was determined some time ago that if the remainder of the unexpired term did not exceed 18 months, then the person appointed to fill out the remainder of the unexpired term could thereafter run for a full three year term – otherwise they could not do so.

I am concerned about this proposed change. I do not oppose a method for allowing a second term. I just am uncomfortable about the proposal being put forth at this time. I believe my colleague Jim MacPherson has made a valid point at the November 2019 meeting when he suggested that perhaps the better approach would be to designate a period of years between the first and a subsequent term. The example he gave involved a person who had served as the Young Lawyer at large governor coming back after they had been practicing and gaining much needed experiences – perhaps ten years or so later - and running for their Congressional District Seat.

Under the current proposal, if my math is correct, someone who filled an unexpired term of 15 months and then ran for a full three year term would have served a total of 51 months (just slightly more than 4 years) and would not be eligible for a second full three year term.

However, while I do not believe it is contemplated, I see the potential unintended consequence of someone filling out an unexpired term of say 11 months followed by serving for a three year term (36 months). Together this is 47 months thus falling short of the 48 month limit and thereby being eligible to run for yet another three year term (36 months). The end result is that person serving for a total of 83 months or nearly 7 years.

I think the better course might be to simply limit the total number of years (or months) one could serve with a period in between also being set forth. If the intent is to allow someone to serve the equivalent of two full 3-year terms with a gap in between, then the limit would be 72 months of total service on the Board.

(2) At Large Governors

Same comments as set forth for those provided above at B and C.

- D. Bylaws Article VI(C)(1) - Election of One Governor from each Congressional District and for at-large positions will be held every three years as follows

I wholeheartedly support the proposed change to set the number of at large positions to 3 and the rotation for election proposed in this bylaw change.

- E. Bylaws Article VI(C)(3) – Election of At-Large Governors

I wholeheartedly support that portion of this proposed change that allows the members of the Bar to vote on the at large seats rather than having the BOG select the incumbents as is presently done.

While at the end of subparagraph 3.a. it is acknowledged that the Board may place less than three candidates on the ballot if less than three candidates apply or meet the criteria, the same is not authorized for the number of candidates the Diversity Committee must put forward. Therefore, I think a minor modification to subparagraph 3.a. is needed regarding the number of candidates the Diversity Committee “shall” put forward. I suggest that the sentence be rewritten to say: “The Diversity Committee shall put forward the lesser of the number of candidates applying or three candidates who have...” or some similar language to make the provision consistent.

As to subparagraph 3.b, the same consistency also needs to be addressed. If, at the end of the first sentence you add “...unless the Young Lawyer Committee has forwarded less than three candidates for election”, the problem is resolved.

- F. Bylaws Article VI(D) – Elections by Board of Governors

No comment.

G. Bylaws Article VII(D) – Executive Committee of the BOG

No comment.

H. Bylaws Article XI(E)(1) – Bylaws and Policies

This change is not necessary. The action that created problems for Sections doing their work on legislation was the result of a *policy* change enacted in 2015 NOT a Bylaw change. The action needed to correct the problems is the approval of a revised *policy* along with annual training for Section leaders to support that policy. The ad hoc work group appointed by President Majumdar upon which I sit has been working on this matter and I believe is in the process of drafting an appropriate policy for consideration sometime later this year.

I. Bylaws Article XI(G)(3) – Timing

I wholeheartedly support this change. It is more consistent with the timing that was utilized prior to the 2018 bylaw changes and that was requested by the Sections at that time as a compromise. This timing issue is of particular value to Sections that have mid-year programs/annual meetings each June.

Proposed Amendments to the WSBA Bylaws
(pages 216-223 November 2019 BOG Materials)

J. Bylaws Article IV(A)(1) – Composition of the Board of Directors

Same as Comment B above.

K. Bylaws Article IV(A)(2) – Duties

A proposed change that would facilitate Governors' ability to communicate with their constituents. I think this has already been addressed by prior BOG action but, if not, I support the concept put forth in the proposed change.

L. Bylaws Article IV(B)(3) - Officers of the Bar

Eliminates the position of Immediate Past President. No comment.

M. Bylaws Article IV(B)(5) – Executive Director

Limits authority of ED as to hiring/firing General Counsel and Chief Disciplinary Counsel. Also sets limit on compensation of ED not to exceed that paid to Washington State Associate Supreme Court Justices. I support the proposal.

N. Bylaws Article IV(B)(7) – Vacancy

Sets a term limit for an ED to ten years. This was discussed at the November 2019 BOG meeting where some concerns as to whether it would have a chilling effect on applicants

for the position. Alternatives were suggested such as contract term limits and the number of contract renewals being imposed.

I support some form of term limit and authority for the position as it should never occur that the ED is autonomous but rather should be subject to direction from the Board as well as require approval of the Board prior to taking certain actions independently that impact the Bar.

O. Bylaws Article V(A)(1) – Appropriations

I do not understand what is trying to be done that is not already in the existing version of the Bylaws approved in 2018.

P. Bylaws Article VI(A)(1) and (2) – Eligibility for Membership on Board of Governors

Same comment as C above.

Q. Bylaws Article VI(C)(3) – Election of Governors

Same comment as E above.

As you know, when discussions are underway, new information sometimes comes to light that alters one's opinions. I remain open to that occurring such that my comments may change should that happen. As always, however, I would be happy to address any questions you may have regarding these comments.

Thank you for your consideration and continuing efforts on behalf of the members of the WSBA.

JOHN W. CHESSELL

ATTORNEY AT LAW
RETIRED CAREER PROSECUTOR

WASHINGTON STATE BAR NO. 19370

CALIFORNIA STATE BAR NO. 53294

January 13, 2020

Carla Higginson, Esq.
WSBA Board of Governors Representative, Dist. 2
Friday Harbor, Washington 98250

RE: Opposition to having "at large" Bd/Govs members represent LLLTs and LPOs on WSBA Bd/Govs

Dear Ms. Higginson:

I am opposed to the creation of an "at large" WSBA Board of Governors' member to be either elected or appointed by the existing number of Limited License Legal Technicians and/or Legal Practice Officers for the purpose of representing LLLTs and LPOs on the Board of Governors.

On learning that the total number of LLLTs in Washington State was less than 50 – the actual number given to me was 38 – I began an analysis of the status of LLLTs and LPOs in each county of Washington State, using the public information posted on the WSBA website. So far I have finished my research for Island County, San Juan County, Skagit County, Snohomish County and Whatcom County; most or all of these counties comprise Congressional District and Board of Governors District 2.

Island County has no present or former LLLTs admitted to practice as of September 13, 2019. Island County has a total of 35 existing or former LPOs listed as of the same date: 3 are active; 3 are inactive; 18 voluntarily cancelled; 1 voluntarily cancelled in lieu of revocation; and 10 had their licenses revoked.

San Juan County has no present or former LLLTs as of Sept. 14, 2019. Of a total of 13 existing or former LPOs listed as of the same date: 2 are active; 1 is inactive; 8 voluntarily cancelled; 1 was suspended; and 1 was revoked.

Skagit County has no present or former LLLTs as of Sept. 13, 2019. Of a total of 50 existing or former LPOs listed as of the same date: 16 are active; 4 are inactive; 22 voluntarily cancelled; 1 resigned; 4 had their licenses revoked; and three are deceased.

Snohomish County has 8 active present LLLTs, and no former LLLTs, as of Sept. 13, 2019. Of a total of 271 existing or former LPOs listed as of the same date: 90 are active; 22 are inactive; 94 have voluntarily cancelled; 1 voluntarily cancelled in lieu of revocation; 2 voluntarily resigned; 4 were suspended; 53 had their licenses revoked; and 5 are deceased.

Whatcom County has 1 active present LLLT, and no former LLLTs, as of Sept. 14, 2019. Of a total of 77 existing or former LPOs listed as of the same date: 29 are active; 5 are inactive; 27 have voluntarily cancelled; 3 have voluntarily resigned; 3 have been suspended, and 10 have been revoked.

Projecting this information across the remainder of Washington State leads to the conclusion that the Limited License Legal Technician program and the Limited Practice Officer program were well intentioned, noble experiments that failed. It seemingly was hoped that these programs would provide low cost legal services to under-served portions of the community, and that persons needing legal services, but unable to afford same as provided by traditional sources, would avail themselves of this additional legal resource. But other things in the "equation to provide legal services" did not change. For examples: the finite number of potential clients; the cost of living and the cost of overhead – offices still have to be rented, staff paid, insurance purchased, etc; resistance to the introduction of inadequately trained "quasi-lawyers" by the traditional bar, who's complaints based on rational grounds are difficult to refute.

Indeed, simply to look at the numbers of LPOs in the above noted five counties who had their licenses cancelled, revoked, suspended, or who became inactive, or who voluntarily resigned in lieu of revocation, cries out that something was seriously wrong with these programs, and that low cost legal services were not going to be provided simply by opening up the legal profession to "non-lawyers."

Which leads me back to my opposition to having very small numbers of LLLTs and LPOs represented on the WSBA Board of Directors, where he/she/they can vote on the entire panoply of things, people and issues that are involved in regulating the practice of law: Such a representative or member-at-large represents so few constituents – less than 50 "quasi lawyers" in the case of LLLTs vs. over 35,000 trained, college and law school educated attorneys (and looking at the figures from Island, San Juan, Skagit, Snohomish and Whatcom Counties, the number of active LLLTs and LPOs is only going to become smaller over time) that such Board of Governors' members would have a grossly disproportionate influence on matters before the Board. Also, it appears from this preliminary analysis that urban areas have a larger number of LLLTs and LPOs than rural areas (many rural areas – where they are most needed - have none) and not only would LLLTs and LPOs be disproportionately represented, but the same would be true of urban areas vs. rural areas, and of western Washington vs. eastern Washington.

For these reasons and more, I am opposed to having LLLTs or LPOs sit as members-at-large – or indeed, as members at all – of the Washington State Bar Association Board of Governors.

Very Truly Yours,

A handwritten signature in blue ink, reading "John W. Chesebrough". The signature is written in a cursive style with a large initial "J" and a long horizontal flourish at the end.

JWC:cc

From: [Carla J. Higginson](#)
To: [Shelly Bynum](#)
Cc: rajeev@northwhatcomlaw.com; [Terra Nevitt](#)
Subject: Comments for late materials re bylaw change re #of governors
Date: Tuesday, January 14, 2020 1:40:11 PM
Attachments: [ltr Carla Higginson WSBA Dist 2 Rep LLLTs & LPOs letterhead sca.pdf](#)

Hi Shelly,

Set forth below (with one attached more formal letter) are five comments I have received recently supporting the bylaw change to keep the number of governors at 14. Please distribute these comments and the attached letter to the governors in our late materials for this week's meeting. Thank you for your help with this.

-Carla

01-12-2020

Hello, Carla. This will serve as my wholehearted and complete support for maintaining the number of Washington State Bar Association governors at 14.

I do not feel that three additional governors will be a benefit to the members of the Association; rather, it seems like an unnecessary expense that would not contribute in any positive way to the functioning of the Board. Thank you for all your good work as a governor. It is much appreciated. Best regards, Diana

Diana G. Hancock
Attorney at Law, P.S.
Post Office Box 160
175 Village Road
Lopez Island, WA 98261
(360) 468-3871
(360) 468-2760 fax

01-12-2020

Carla,

Concerning board membership, I've found that more than 12 members of anything is the tipping point for increasing inefficiency, causing a division of insiders vs. outsiders. It's human nature: getting past 12 requires at least a de facto "executive committee" (insiders) who to gain the desired result, give the outsiders a two rather than a three dimensional view of what is going on. This isn't deliberate, but it can become pernicious, to the detriment of the body's function as well as human relations.

I would most strongly support the smallest board that reflects the very real regionalism of practice in our state, without attempting to represent administrative divisions such as but not limited to LLLTs.

Best regards,

Bill Appel
WSBA #467

01-13-2020

Carla, I write to support the elimination of BOG at-large positions that are intended to represent non-attorneys. I think it is particularly important (i) not to add the additional at-large members of the Board of Governors that were allowed for by bylaw amendment but never implemented, and (ii) particularly to eliminate the BOG position for the LLT population, since the LLT BOG position represents so few LLTs (thereby giving them a vote that is dramatically larger than their positions by percentage. Also why should an LLT member have any say over what rules and policies that govern attorneys? Finally, at \$50,000 in costs per BOG member, these are not costs the Bar members should be forced to pay.

Best wishes,

William Weissinger
Friday Harbor, Washington
360-378-5674

Dear Carla,

I am writing you in your capacity as Governor of District Two.

I am in support of maintaining the status quo of 14 governors including the existing three at-large positions, and amending the bylaws to do away with the additional proposed three at-large positions.

I suggest that long-term, the Governors consider reducing or eliminating the number of existing at-large positions.

But in any case, I certainly do not think it makes sense to have three ADDITIONAL at-large positions!

Mimi M. Wagner
Attorney at Law
mimi@sanjuanlaw.com
Phone (360) 378-6234
Fax (360) 378-6244
www.sanjuanlaw.com

Tuesday Jan. 14, 2020

Ms. Carla Higginson, Esq.
WSBA Bd/Govs Rep. Dist. 2
Friday Harbor, Washington 98250

Via Email

RE: Opposition to Limited License Legal Technicians and Limited
Practice Officers sitting as members of the WSBA Board of Directors

Dear Ms. Higginson --

Please see my attached letter in opposition to allowing LLLTs and LPOs to sit as members of the Washington State Bar Assn Board of Directors.

Very Truly Yours,

John Chessell WSBA # 19370
jwchessell@rockisland.com
Friday Harbor, Washington 98250

January 15, 2020

Rajeev Majumdar, President
Washington State Bar Association Board of Governors
1325 4th Ave, suite 600
Seattle, WA 98101

Re: WSBA Bylaws Proposed Amendments

Dear President Majumdar:

I am writing on behalf of the LLLT Board to express the LLLT Board's opposition to the proposed changes to the Article IV and VI of the WSBA Bylaws to the extent that the changes eliminate the two designated community member seats and the designated LPO/LLLT seat. I am requesting this letter be provided to the full Board of Governors and included in the BOG meeting materials.

According to proponents, these amendments are intended to achieve "policy/governance transparency." However, purposefully eliminating impacted groups from the decision-making process in an attempt to further transparency is at best misguided and at worst disingenuous.

The Board of Governors (BOG) approved the two community member seats and the LLLT/LPO seat in September 2016. These changes to the makeup of the BOG were approved by the Washington Supreme Court, which soon after entered a supporting order. No steps have been taken to fill the three seats. The inclusion of three at-large members on the BOG was a direct response to the Task Force Report and the Board's 2015 Governance Report. At a minimum, the same effort and consideration should be made to explain the proposed elimination of said seats.

The mission of the Washington State Bar Association is to serve the public and the members of the Bar, to ensure the integrity of the legal profession, and to champion justice. Eliminating the community member seats and the designated LPO/LLLT seat does nothing to further the mission.

Legal issues impacting our communities are very real. The way in which the law impacts the people is shaped by legal professionals and the justice system. Intentionally choosing to leave those who are directly impacted by the profession out of the conversation perpetuates injustices and increases mistrust in lawyers and the legal system. Washington state professional boards like the Medical Commission and the Dental Commission have public members. The Supreme Court also recognizes the importance of public members, which is demonstrated by the make-up of the Court's own boards (ATJ Board, Practice of Law Board, Limited Practice Board, and MCLE Board). If the BOG wants to adopt a governance model that differs from best practices it should, at a minimum, publicly provide justification.

Eliminating the designated LLLT/LPO seat, but allowing them to run for election by all of the members is the functional equivalent of excluding them. LPOs and LLLTs constitute a small fraction of the makeup of the general WSBA membership and therefore cannot, at least not equitably, run against the lawyer members in individual districts. It is important to note the total number of Active LPOs and LLLTs combined comes close to the total number of Active lawyers in some of the Congressional Districts. LPOs and LLLTs are licensed legal professionals with diverse experiences and perspectives and should have actual representation in the governing body rather than being treated as passive recipients of decisions impacting them, their clients and communities.

The LLLT Board therefore urges the BOG to maintain the designated seats and take the necessary steps to ensure community members, LPOs, and LLLTs are given a voice.

Sincerely,



Stephen R. Crossland
Chair, Limited License Legal Technician Board

cc: Terra Nevitt, Interim WSBA Executive Director

WASHINGTON STATE
B A R A S S O C I A T I O N

Budget and Audit
Committee Matters

WASHINGTON STATE
BAR ASSOCIATION

TO: WSBA Board of Governors
FROM: Jorge Perez
DATE: January 13, 2020
RE: Reforecast Process and Calendar

DISCUSSION : Present the Reforecast Process and Calendar

We are submitting for discussion the Reforecast process document and the Reforecast calendar.

| BUDGET REFORECASTING INTERNAL PROCESS | |
|---|--|
| January 21-23 | Finance reviews: <ul style="list-style-type: none"> • Headcount forecast • Indirect expense forecast |
| February 3rd | Finance provides budget materials to Exec and Ops Teams <ul style="list-style-type: none"> • Materials located on W drive: W:\Admin\RESTRICTED\ORG\Budget |
| February 3-18 | Directors complete and submit: <ul style="list-style-type: none"> • Staff Time Allocation worksheets • Cost Center reforecast • Supporting worksheets |
| February 18-21 | Finance rolls up department forecasts into consolidated version |
| February 24- March 25 | <ul style="list-style-type: none"> • Finance reviews and revises forecast • Finance submits to Budget & Audit (March 30) |
| BUDGET & AUDIT REVIEW THROUGH BOARD ADOPTION OF REFORECAST | |
| March 30th | Budget & Audit Committee reviews Budget Reforecast |
| March 31-April 10 | <ul style="list-style-type: none"> • Finance revises and prepares Final Draft • Exec and Ops Teams review Final Draft • Finance revises and submits final Draft to BOG book (April 10th) |
| April 17-18 | BOG approves Final Budget Forecast |



BOG MEETING 1/16/2020

Reforecast Process

WHAT'S GOING ON?

Three Separate Activities

Financial Audit

- Completed Passed

Process and Execution Audit

Reforecast

- Accuracy
- Savings

DESCRIPTION OF ACTIVITIES

- Financial Audit - Passed
 - Annual occurrence validates the supporting data behind the financial statements
 - Limited control validation
- Process and Execution Audit
 - Special request by the BOG first time audit
 - Extensive control validation (Payroll, AP, AR, CC, Fiscal Policy Compliance)
- Reforecast
 - Detailed review of revenue assumptions and expenses by cost center
 - Identify savings opportunities
 - Adjust the budget for current events

These Activities Don't Shed a Negative Light on Previous Practices or Activities

REFORECAST DEFINED

Budget vs. Reforecast vs. Projection

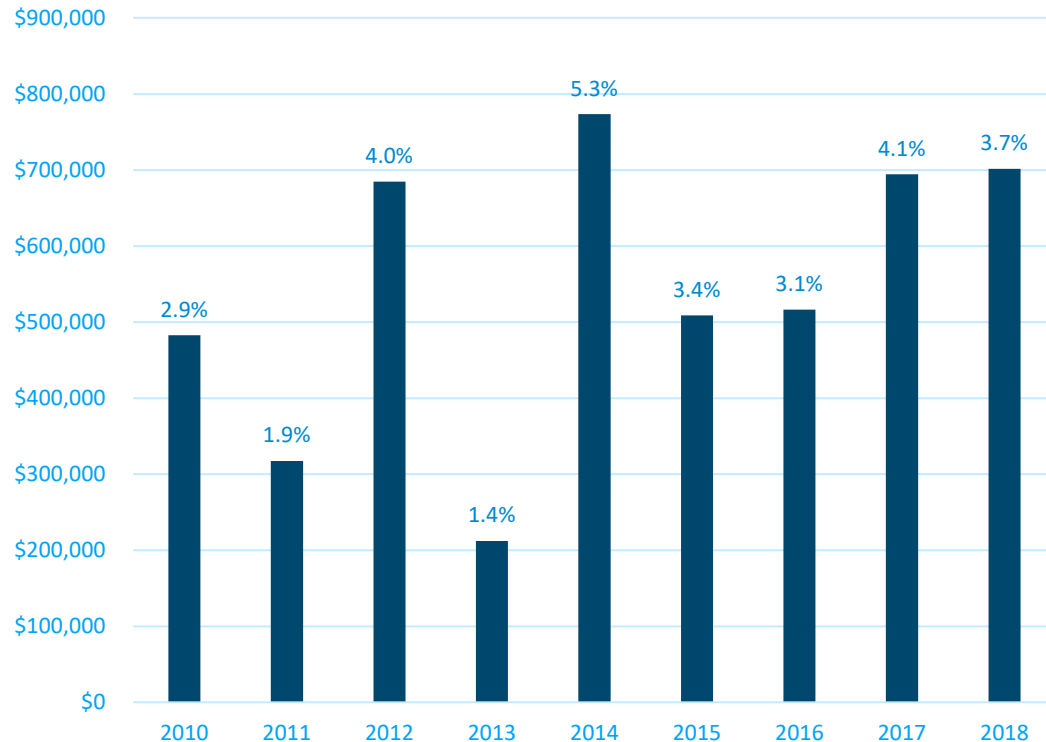
Budget → *Where we want our business to go.....April 2019*

Reforecast → *Where the business is goingMarch 2020*

Projection → *Hypothetical “What would happen if we did this.....”*

HISTORICAL REVENUE PERFORMANCE

Revenue Variance to Budget

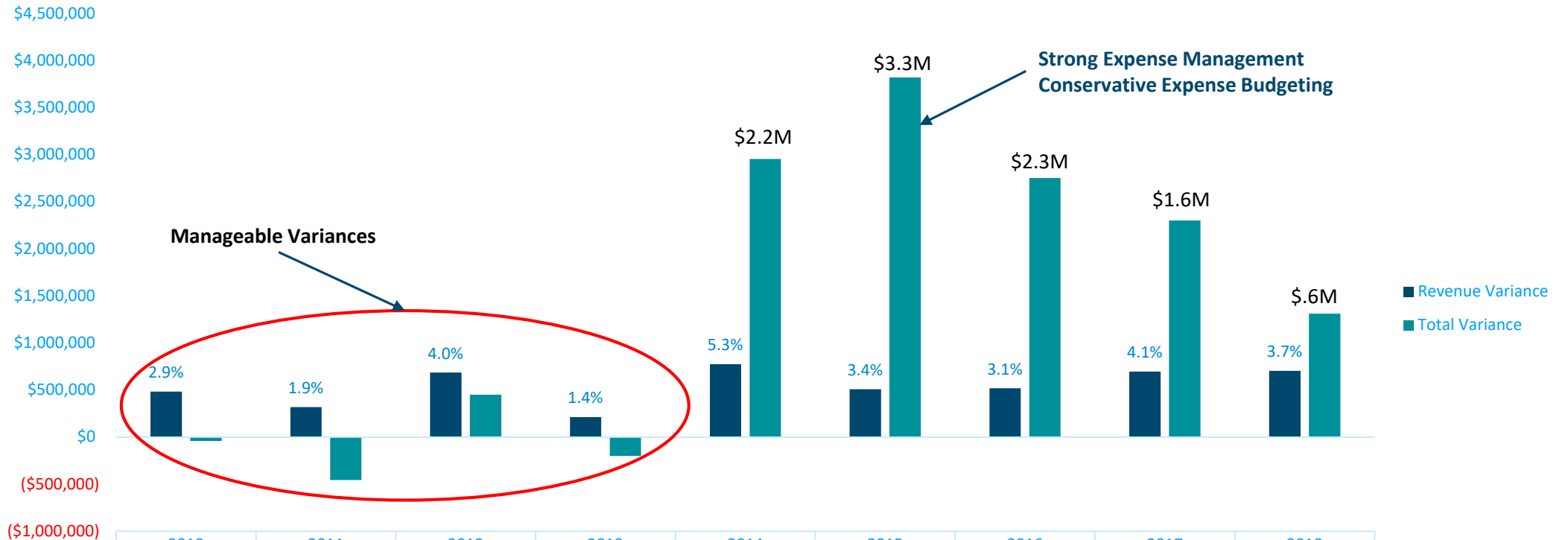


Conservatism Needs to be Measured

- Excess conservatism results in missed opportunities
- Balanced conservatism allows us to do more with the same
- A realistic reforecast will allow us to course correct and align resources
- A proper reforecast yields savings, opportunities and potential vulnerabilities

VARIANCE ANALYSIS

Variations to Budget



| | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 |
|--------------------|------------|-------------|-----------|-------------|-------------|-------------|-------------|-------------|-------------|
| ■ Revenue Variance | \$482,586 | \$317,311 | \$684,552 | \$212,293 | \$773,424 | \$508,822 | \$516,484 | \$694,627 | \$701,386 |
| ■ Total Variance | \$(41,414) | \$(455,689) | \$448,552 | \$(200,707) | \$2,951,424 | \$3,817,822 | \$2,750,484 | \$2,299,627 | \$1,309,386 |

REFORECAST OBJECTIVES

- Identify realistic/sound opportunities for improvements that lead to real savings
- Update the current year budget to reflect ongoing changes in business conditions
 - Establish Current Drivers
 - Member Count
 - Secondary Revenue Streams (CLE, Testing, Deskbooks, etc.)
 - Fine Tune Labor Costs (Headcount, Open Positions/Vacancy Factor)
 - Update Direct Costs (Actual Performance To Date)
 - Improve Ongoing Reporting
 - Comparative Statements
 - Trend Analysis
 - Facilitate Projections
 - Hierarchy Analysis (By Department, Fund, Natural Service)

REFORECAST OBJECTIVES

- Establish Baseline for the 2021 Budget
 - Save Time and Effort in the Budget Cycle
 - Establish a System of Account Ownership
 - Standardize the Input/Delivery Method for Budgetary Information
 - Set Clear Goals for the New Fiscal Year
 - Improve Efficiency in Statement Preparation
 - Track all Matters Related to Deep Dive

REFORECAST PROCESSES

SPECIFIC PROCESSES ARE YET TO BE DEFINED PENDING TOOLS AND RESOURCES

- Hierarchy
 - Department Head – Exec Committee - Approval
 - Cost Center Manager or Director – Plan/Develop
 - Cost Center Members – Prepare Budgets
- Identify Drivers
 - What are the basis for your expenses?
 - i.e. Travel – Meetings
 - Printing Costs – Publications
 - Transportation Allowance – Headcount
 - Capital Expenses –Projects and Capacity to Execute
 - Facilities-Parking-Food – Specific Activities

TWO LAST THINGS

THING 1: THANK YOU

THING 2: QUESTIONS

WASHINGTON STATE
BAR ASSOCIATION

TO: WSBA Board of Governors
FROM: Dan Clark, Treasurer
DATE: January 16, 2002
RE: **Budget and Planning System**

ACTION: Approve the attached project as proposed by the Budget & Audit Committee.

Attached is a project proposal for implementing a Bar wide budgeting and planning system. This system developed by the company Adaptive Insights is an off the shelf system that will allow WSBA to streamline its current budget process, develop forecasting capabilities and enhance our reporting to both the BOG, the B&A Committee and most importantly to the operators of the business. The project includes a payback of under 12 months with both hard savings obtained through the more rigorous budgeting and planning practices as well as soft savings in productivity across WSBA.



BUDGET AND FORECAST TOOL

Adaptive Insights

EXECUTIVE SUMMARY

Elevate the role of finance to be more strategic:

- Free up finance capacity to focus on analysis vs. data prep
- Improve engagement of end users in planning
- Accelerate planning & reporting cycle times by at least 50-70%
- Makes performance data more trusted, granular, and accessible for end-users

Accelerate decision making:

- Enhance visibility into performance
- Strengthen continuous planning motions and forecast accuracy

Deliver on-demand what-if analytics to support operational and strategic decision making

TOP BUSINESS ISSUES

- **Increased Focus On**
 - **Forecast Accuracy**
 - **Improved Guidance**
 - **Validate Controls**
- **Organization Wide Initiative to Reduce Costs/Improve Profitability**
- **Board and CXO Driven Initiative to Improve Business Agility, Efficiency, and Governance Across Finance and the Organization**

TOP CHALLENGES

- **Finance Capacity is Stuck in in Data Aggregation and Validation**
- **Current Budget Process Takes too Long Forecasting is Non Existent**
- **Excel Based Planning is No Longer Scalable**
- **Legacy Planning Process Never Documented and Can't be Replicated**
- **Challenges with Data Accuracy, Multiple Versions of the Truth and Inconsistent Data**
- **Collaboration and Accountability of the Plan with Finance Is Less Than Optimal**

PROPOSED SOLUTION

- Easy to Use Tool That can Drive Adoption for Finance and Non-Finance Users
- Integrated to Import Data From Our Source Systems (G/L, ERP, CRM,HR)
- Flexible and Scalable Solution Adaptable to the Changing Needs of the Business

SELECTION PROCESS

- We Evaluated 3 Systems
 - Centage
 - Jedox
 - Adaptive Insights
- Criteria
 - Viability for Successful Implementation
 - 8 to 12 Weeks – Cost – Ongoing Support
 - Complete Suite of Services
 - Budgeting, Forecasting, Planning, Reporting
 - Ease of Use for Both Finance and Non Finance Personnel
 - Cost/Value Proposition

PRODUCT COMPARISON

| CRITERIA | Centage | Jedox | Adaptive |
|----------------------------|-----------|-----------|-----------|
| Price | \$ 84,000 | \$ 96,000 | \$ 93,000 |
| Functionality | 4.0 | 4.5 | 4.5 |
| Ease of Use | 4.0 | 4.0 | 4.5 |
| Customer Support | 4.5 | 4.5 | 4.5 |
| Features and Functionality | 4.0 | 4.4 | 4.5 |
| Value for Investment | 4.2 | 4.4 | 4.6 |

**All values represent 3 year commitments plus 1st year fixed cost for implementation and 17 total seats
Scores represent both internal evaluation and industry benchmark from current users**

ROI ANALYSIS

| | Conservative | Pragmatic | Aggressive |
|---------------------------------|---------------------|-------------------|-------------------|
| Finance Productivity | \$ 101,250 | \$ 151,875 | \$ 202,500 |
| Business User Productivity | \$ 27,417 | \$ 36,556 | \$ 45,695 |
| Cost Control/Margin Improvement | \$ 137,200 | \$ 274,400 | \$ 411,600 |
| Future Cost Avoidance | \$ 84,620 | \$ 84,620 | \$ 84,620 |
| TOTAL | \$ 350,487 | \$ 547,451 | \$ 744,415 |

Productivity improvements are “soft savings”, Cost Control/Margin Improvements are potential “Hard Savings”
Cost Avoidance is based on adding one additional head to the finance team

RECOMMENDATION

- Our Informed recommendation is to enter into a 3 year commitment with Adaptive Insights
- We are requesting an addition to the 2020 budget of \$47,848 (\$50,000) for the first year of the 3 year commitment this amount includes 25K for implementation.

WASHINGTON STATE
BAR ASSOCIATION

**Proposed Rulemaking Re:
Civil Arrests in Connection with
judicial proceedings (CPE)**

Exhibit B

EXHIBIT B

COMMITTEE ON PROFESSIONAL ETHICS

SUGGESTED RULE CHANGES

RULES OF PROFESSIONAL CONDUCT 4.4 COMMENT (4)

The duty imposed by paragraph (a) of this Rule includes a lawyer's assertion or inquiry about a third person's immigration status when the lawyer's purpose is to intimidate, coerce, or obstruct that person from participating in a civil or criminal matter. Issues involving immigration status carry a significant danger of interfering with the proper functioning of the justice system. See *Salas v. Hi-Tech Erectors*, 168 Wn.2d 664, 230 P.3d 583 (2010). When a lawyer is representing a client in a civil or criminal matter, a lawyer's communication to a party or a witness that the lawyer will report that person to immigration authorities, or a lawyer's report of that person to immigration authorities, furthers no substantial purpose of the ~~civil~~ adjudicative system if the lawyer's purpose is to intimidate, coerce, or obstruct that person.

A communication in violation of this Rule can also occur by an implied assertion that is the equivalent of an express assertion prohibited by paragraph (a). **[Sharing personal information with federal immigration authorities, including but not limited to, home address, court hearing dates, citizenship or immigration status, or place of birth, absent a court order, for the purpose of facilitating civil immigration arrests is conduct that is presumed to intimidate, coerce, and obstruct in violation of this Rule, except for lawyers employed by federal government entities engaged in authorized activities within the scope of lawful duties.]** See also Rules 8.4(b) (prohibiting

criminal acts that reflect adversely on a lawyer's honesty, trustworthiness, or fitness as a lawyer in other respects), 8.4(d) (prohibiting conduct prejudicial to the administration of justice), and 8.4(h) (prohibiting conduct that is prejudicial to the administration of justice toward judges, lawyers, LLLTs, other parties, witnesses, jurors, or court personnel or officers, that a reasonable person would interpret as manifesting prejudice or bias on the basis of sex, race, age, creed, religion, color, national origin, disability, sexual orientation, or marital status).

Lawyers employed by local, state and federal government entities engaged in authorized activities within the scope of lawful duties are presumptively not in violation of this Rule unless there is clear indication of no substantial purpose other than to intimidate, coerce, or obstruct a third person from participating in a legal matter.