

Public Member Interview Questions

Candidate Name:

Committee members briefly introduce themselves to the applicant and let them know the interview is scheduled for 30 minutes. Public member candidates are asked the following questions:

1. Tell us a little about yourself.
2. What steps did you take to prepare for this interview?
3. How did you learn of this position and why are you interested in joining the Board of Governors?
4. What do you believe the role of a BOG public member is, and how do you plan can contribute to the board?
5. As a member of the public, what are the types of issues you feel the legal profession is facing?
6. Tell us about your style, strengths, and how you function on a board, committee or workgroup.
7. Tell us about your experiences dealing with people who are different than you culturally, racially, or otherwise.
8. Will your schedule permit you contribute the time necessary to participate on the BOG?

Additional questions may be asked based on the candidate's application.

Date

Name
Organization
Address
Address

Re: Non-lawyer (public) Volunteers

Dear (insert organization leader name),

The Oregon State Bar is recruiting members of the public to participate on its various boards, committees and councils. With this letter we are seeking your assistance in helping us broadly communicate information about our public member volunteer opportunities to individuals who might be interested in this meaningful service.

Much of the Oregon State Bar's success in setting policy and addressing the needs of its membership, and the public at large, has been due to the contribution of its volunteer public members. Public member volunteers continue to play a vital role in bar governance by providing an insight and perspective that might otherwise be missing. This non-lawyer insight is essential in helping the Bar understand the needs and concerns of Oregon's diverse population. Ultimately, public volunteers enhance our ability to encourage and facilitate a justice system that meets the needs of all within the boundaries of this great state.

Public member volunteer opportunities include one position on the Board of Governors and several openings on various committees, disciplinary process boards and the House of Delegates. These opportunities are described in further detail at <http://www.osbar.org/volunteer/publicmember.html>. I hope your organization will help us in our efforts to recruit and fill our volunteer positions from a strong and diverse pool of qualified public members.

Completed applications must be received by July 13, 2016. For additional information regarding these opportunities contact Danielle Edwards, 503-431-6426 or dedwards@osbar.org. Thank you for your time.

Sincerely,

The Oregon State Bar regulates the practice of law in Oregon, and provides numerous public services to enhance the state's justice system, and to help the public understand and access the system.

Thank you for your interest in volunteering for the Oregon State Bar.

Contact information

Full Name:

Other Names Used:

Address:

City:

Zip Code:

County:

Email Address:

Phone Number:

Business Contact Information (if any)

Company:

Job Title:

Address:

City:

Zip Code:

County:

Phone Number:

Undergraduate Education:

Name of School:

Location:

Dates Attended:

Degrees Earned:

Postgraduate Education:

Name of School:

Location:

Dates Attended:

Degrees Earned:

List paid employment chronologically, beginning with the most recent.

Most Recent Employment:

Employer:	<input type="text"/>
Job Title:	<input type="text"/>
Location:	<input type="text"/>
Start and End Date:	<input type="text"/>

Previous Employment (if any):

Employer:	<input type="text"/>
Job Title:	<input type="text"/>
Location:	<input type="text"/>
Start and End Date:	<input type="text"/>

Previous Employment (if any):

Employer:	<input type="text"/>
Job Title:	<input type="text"/>
Location:	<input type="text"/>
Start and End Date:	<input type="text"/>

List significant volunteer activities chronologically, beginning with the most recent service.

Volunteer Service:

Organization:	<input type="text"/>
Position Held:	<input type="text"/>
Location:	<input type="text"/>
Start and End Date:	<input type="text"/>

Additional Volunteer Service:

Organization:	<input type="text"/>
Position Held:	<input type="text"/>
Location:	<input type="text"/>
Start and End Date:	<input type="text"/>

Additional Volunteer Service:

Organization:	<input type="text"/>
Position Held:	<input type="text"/>
Location:	<input type="text"/>
Start and End Date:	<input type="text"/>

Describe why you are interested in serving as a public member of the Oregon State Bar. Include information not already mentioned about yourself and your experiences and background that supports your interests.



Professional references.

Reference 1:

Full Name:

Email Address:

Phone Number:

Reference 2:

Full Name:

Email Address:

Phone Number:

Reference 3:

Full Name:

Email Address:

Phone Number:

* Have you ever been the subject of any professional disciplinary proceeding or had any professional license or permit revoked, suspended, or restricted?

Yes

No

* Have you ever been convicted or have you pleaded guilty to any crime?

Yes

No

* Have you been involved in a lawsuit or litigation in the last 10 years?

Yes

No

If you answered Yes to any of these questions, please explain in the comment box below.

If you have a particular interest in a committee or board, please indicate your preference. A brief description of OSB public member opportunities is available [by clicking here](#) .

- | | | |
|--|--|--|
| <input type="checkbox"/> Board of Governors | <input type="checkbox"/> Advisory Committee on Diversity and Inclusion | <input type="checkbox"/> Public Service Advisory Committee |
| <input type="checkbox"/> Disciplinary Board | <input type="checkbox"/> Client Security Fund | <input type="checkbox"/> Quality of Life Committee |
| <input type="checkbox"/> Fee Arbitration and Mediation | <input type="checkbox"/> Legal Services | <input type="checkbox"/> State Lawyers Assistance |
| <input type="checkbox"/> House of Delegates | <input type="checkbox"/> Minimum Continuing Legal Education | <input type="checkbox"/> Unlawful Practice of Law |
| <input type="checkbox"/> State Professional Responsibility Board | <input type="checkbox"/> Professionalism Commission | |

Where did you learn about the public member opportunities available at the Oregon State Bar?

Collecting and maintaining accurate demographic data is critical to fulfilling the mission of the Oregon State Bar. The OSB is committed to cultivating a diverse and inclusive bar, which is necessary to attract and retain talented employees and leaders; effectively serve diverse clients with diverse needs; understand and adapt to increasingly diverse local and global markets; devise creative solutions to complex problems; and improve access to justice, respect for the rule of law, and credibility of the legal profession.

You can help support the OSB mission by voluntarily providing the following information about yourself.

Note: Information submitted to the OSB is subject to disclosure under the Public Records law. ORS 192.410 et seq.

Race/Ethnicity: Please check all that apply, including multiple categories for two or more race/ethnicity.

- | | |
|--|--|
| <input type="checkbox"/> American Indian or Alaskan Native | <input type="checkbox"/> Hispanic or Latino |
| <input type="checkbox"/> Asian or Pacific Islander | <input type="checkbox"/> White or Caucasian |
| <input type="checkbox"/> Black or African American | <input type="checkbox"/> Self-Identification |

If you chose Self-Identification please specify:

Disability: do you have a disability (physical or mental) that substantially limits one or more major life activity?

- Yes
 No

Sexual Orientation:

- Heterosexual
 Lesbian, Gay, Bisexual
 Self-Identification

If you chose Self-Identification please specify:

Gender Identity:

- Male
- Female
- Transgender
- Self-Identification

If you chose Self-Identification please specify:

* Please type your full name in the box below. By doing so, you affirm the information contained in this application is complete and accurate.

Thank you again for volunteering.

Please click the "Done" button to have your answers recorded.

Public Member Volunteer Recruitment

Areas of Interest

Corporate or large organization/business experience
Diversity and cultural competency
Finance and investing
Higher education administration
Marketing
Nonprofit

Outreach Organizations

Chamber of Commerce Offices

African American Chamber
Asian Pacific American Chamber of Commerce of Oregon & SW Washington
Hispanic Metropolitan Chamber
Oregon Native American Chamber
Philippine American Chamber of Commerce of Oregon
Contact any additional chamber offices? ([83 contacts on the list](#))

Law Related

Association of Corporate Counsel- Oregon Chapter
Bulletin and Bar News email announcements
OSB social media accounts

Professional Licensing Organizations

Oregon Dental Association
Oregon Medical Association
Oregon Society of Certified Public Accountants

Additional Outreach

Asian Pacific American Network of Oregon
Basic Rights Oregon
City Clubs
Central City Concern
Commission on Indian Services
Disability Rights Oregon
Economic and Business Equality, State of Oregon
Fair Housing Council of Oregon
International Women's Forum – Oregon Chapter
Oregon Association of Minority Entrepreneurs
Oregon Beef Council
Oregon Cattlemen's Association/Oregon CattleWomen
Oregon Department of Education
Oregon Winegrowers Association
Partners in Diversity
Rotary Clubs

News Announcement

June 2018

For more information:

Danielle Edwards, (503) 431-6426; (800) 452-8260 ext. 426; or dedwards@osbar.org; or

Kateri Walsh, (503) 431-6406; (800) 452-8260 ext. 406; or kwalsh@osbar.org

Oregon State Bar seeks non-lawyers for governing board and statewide committees

PORTLAND, OR ... The Oregon State Bar is seeking public (i.e., non-lawyer) members for its Board of Governors, and several other committees and boards. Details here:

<http://www.osbar.org/volunteer/publicmember.html>

“Our public members play a vital role in bringing fresh perspective to our work in public protection, and in supporting the health and vitality of the judicial system,” says OSB President Vanessa Nordyke.

Past public members on OSB committees have included leaders from the education, management, financial, law enforcement, business and medical professions. Applicants often express a personal interest in a strong statewide judicial system.

The OSB regulates the practice of law in Oregon, and provides numerous public services to enhance the state’s justice system, and to help the public understand and access the system.

Opportunities include one Board of Governors (BOG) position, as well as numerous other appointments to groups working on OSB governance, lawyer discipline, continuing education, and malpractice insurance.

Application forms, due Friday, July 13, and details about open positions are available at www.oregonstatebar.org, or at (503) 431-6426, or (800) 452-8260, ext. 426.

In addition to detailed position descriptions, please see the video available about serving as a public member on the OSB’s governing body.

The OSB is committed to serving a diverse population and ensuring that bar groups reflect the diversity of the membership and the community. Questions can be emailed to dedwards@osbar.org.

Re: Reference for xxx

Dear Prefix. Name,

The Oregon State Bar is accepting applications for volunteers interested in serving on a variety of boards and councils. XXX, a public member applicant, listed you as a reference. Please take a moment to answer the questions below and return your responses before XXX.

The Oregon State Bar licenses and regulates Oregon's lawyers, and administers the state's system of lawyer discipline. Additionally, the bar offers numerous programs to enhance the service and professionalism of its 14,000 lawyer members. Finally, it provides a variety of services to continuously improve the state's justice system, and to help the public understand and access the system.

Thank you for your assistance in helping the Oregon State Bar Board of Governors appoint the most qualified public members.

Best regards,

OSB signature line

Did the applicant ask if they could list you as a reference?

In what context and for how long have you known the applicant?

How would you describe the applicant's ability to function in a group or on a board?

How would you describe the applicant's character, integrity, personality, and temperament?

Do you believe the applicant would serve the Bar well as a volunteer? Please explain.

Do you have any other comments?

The BOG member would be appointed to a four-year term, beginning in January 2019. Most other committee terms are three years. Public members on the BOG have the same voting rights and duties as the lawyer members but do not serve as officers of the bar.

The Board of Governors has five regular meetings a year, on Fridays. Nearly half of the meetings are in the Portland area and the remainder are held around the state. Additionally, board committees meet three to four weeks prior to board meetings. Special board or committee meetings are held as needed. Reimbursement is provided for travel. The time commitment for a BOG member can be considerable: estimated at 25 hours per month in board meetings and special events.

In addition to qualities such as integrity and high-level professional experience, public members on the BOG must meet criteria set forth in the Oregon Statutes: They shall be Oregon residents and shall not be active or inactive members of the Oregon State Bar. No person charged with official duties under the executive and legislative departments of state government, including but not limited to elected officers of state government, may serve on the board of governors. Any person in the executive or legislative department of state government who is otherwise qualified may serve.

Application forms are due July 13. Forms and details about every open position can be obtained at www.osbar.org or by calling (503) 431-6426 or 1-800-452-8260 ext. 426. Questions can be emailed to dedwards@osbar.org.

The Oregon State Bar licenses and regulates Oregon's lawyers, and administers the state's system of lawyer discipline. Additionally, the bar offers numerous programs, including continuing legal education, to enhance the service and professionalism of its 14,000 lawyer members. Finally, it provides a variety of services to continuously improve the state's justice system, and to help the public understand and access the system.

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Dear XXX,

Thank you for partnering with the Oregon State Bar to increase diversity within Oregon's legal profession.

The Board of Governors is committed to serving and valuing its diverse community and ensuring that bar groups reflect the diversity in Oregon. Currently, the Board is looking for several non-lawyer volunteers and thought as president of the XXX bar association you might be a valuable resource for this recruitment effort.

Public members play a vital role on several OSB boards and committees by helping the Board understand the views, opinions and concerns of the public. This is an invaluable part of the state bar governance and allows a broader perspective as we work to support a healthy, effective justice system in Oregon.

Details:

- Online applications completed by July 13 will be considered for appointments in 2019.
- Candidates should be Oregon residents, but **not** active or inactive members of the OSB.
- Descriptions of the public member volunteer opportunities are available at <http://www.osbar.org/volunteer/publicopps.html>
- The online public member application is available at <https://www.surveymonkey.com/r/2015PublicMemberApp>

Please feel free to share this public member volunteer information within your professional and personal networks.

Thank you for your assistance and we look forward to our continued partnership in this important effort. If you have questions or would like additional information, please contact me.

Best regards,
Danielle

MEMORANDUM

TO : NEW GOVERNORS WORK GROUP
FROM: : JEAN COTTON & KIM HUNTER
DATE : AUGUST 28, 2018
RE: : SIMILAR WASHINGTON PROFESSIONAL ORGANIZATIONS

There are few, if any, organizations in the state of Washington with the same functions and role as the Washington State Bar Association (WSBA). The WSBA does not license anyone to practice law – that is the sole purview of the state Supreme Court. The WSBA does oversee the administering of the bar examination and provide for the regulation and discipline of those who have been licensed but, again, the direct responsibility for these functions lies with the Supreme Court and the WSBA only serves as the entity administering these duties that reports its activities to the Court.

Admission to Practice Rule 1(a) provides: “The Supreme Court of Washington has the exclusive responsibility and the inherent power to establish the qualifications for admission to practice law, and to admit and license persons to practice law in this state. Any person carrying out the functions set forth in these rules is acting under the authority and at the direction of the Supreme Court.”

The other functions of the WSBA includes service to its members and service to the public. This is also sometimes referred to as the “trade association function”. Under this role, WSBA is to serve its members and the public through its efforts at sponsoring or otherwise commenting on legislation, providing continuing legal education services and accreditation, providing for members to network through the various Sections’ and special interest Boards’ activities and programs, operating/administering various boards and task forces in fulfillment of its role in promoting quality and competent legal service providers in the state of Washington for the benefit of the public.

The WSBA is governed by a Board of Governors (BOG) – also established by statute (RCW 2.48). Until the change in the WSBA Bylaws, no public members were included on the Board of Governors.

The BOG has the power to create committees and other groups (i.e. task forces, work groups, etc.) and appoint members to fill each position on such entities. As recently pointed out in Jean McElroy’s memorandum of August 27, 2018, at least 14 such groups include public members. WSBA Sections may also choose whether or not to include public members and of the current 29 Sections, 3 have include non-voting public members.

In other professions requiring licensure to practice, for example, any person desiring to practice any form of medicine or dentistry in the State, the individual requires licensure by the State of Washington Department of Health (DOH). Various specialty areas of practice have their own boards under the DOH and establish qualifications for minimal competency to grant or deny licensure, enforcement of compliance with these qualifications, establishing and monitoring compliance with continuing education requirements, processing complaints and providing disciplinary services, and so forth. Examples of such Boards include the Medical Quality Assurance Commission (MQAC), the Dental Quality Assurance

Commission, the Board of Osteopathic Medicine and Surgery, the Dental Quality Assurance Commission, and so forth.

None of these Boards, however, serve as advocates for their members' voices or the public in terms of services whose traditional functions more often associated with a "trade association" type of organization such as advocating for legislative changes to shape the future of medicine or dentistry, conferences for members to attend and take advantage of networking with colleagues, etc . The advocacy role is filled by private associations such as the Washington State Dental Association (WSDA) and Washington State Medical Association (WSMA).

In essence, it could be said that the role of the DOH and its boards when it comes to the practice of medicine and dentistry are similar to the role of the Supreme Court when it comes to the practice law. The Medical Quality Assurance Commission is a creature of statute (RCW 18.71.015) just as the is the WSBA. The MQAC consists of 21 members all of whom are appointed by the Governor and, like the WSBA, at least 10 of its 13 physician members are based on Congressional Districts, plus 2 physician assistant members and 6 public members. Likewise, the role of the WSDA and WSMA is more comparable to the role of the trade association function of WSBA, except that the WSBA is not a purely private association being a creature, in part of statute, and in part under the Supreme Court and its Court Rules (including APRs).

Interestingly, while most if not all of the various Boards falling under the DOH include at least one public member position, the WSDA and WSMA do not. All voting seats are held by doctors or dentists, respectively, with non-voting seats, if any, being reserved for other limited practitioners such as physician's assistants or medical assistants.

In essence, the WSBA is a hybrid-organization that provides vast opportunities for involvement by non-lawyers through its committees and task force-type entities while limiting the actual governance of the organization to its Board of Governors (currently comprised only of attorneys) and the actual licensure and rule-making authority to the Supreme Court.

Conclusion: The WSBA is a fairly unique organization that combines an entity (1) that reports, in part, to a governmental agency (the Washington Supreme Court), was formed by a governmental agency (the Washington Legislature) statutory authority, and administers programs under the direct control of the Washington Supreme Court without having independent licensing, regulatory, or disciplinary authority; and (2) that reports to and is a representative trade organization for its members. Sometimes the lines between the functions supporting or directed by the Supreme Court and those functions supporting the members or the public are somewhat blurred. However, through its numerous boards, committees, work groups, task forces, sections, and other entities it provides substantial opportunities – including open public meetings - for non-lawyer participation and support of the organization in order to carry out its mission.

WASHINGTON STATE BAR ASSOCIATION

MEMO

To: Addition of New Governors Workgroup

From: Jean McElroy

Date: August 27, 2018

Re: Public Members on WSBA and WSBA-Administered Boards, Committees, and Other Entities

Below is a table showing the WSBA and WSBA-administered Boards, Committees, and other WSBA entities that include public members among the members of the entity, based on Court rules, charters, or staff or website information about entity makeup and (sometimes) membership information in the online directory re: current members.

NAME OF ENTITY	# MEMBERS	# PUBLIC MEMBERS
Access to Justice Board	11	2
Addition of New Governors Workgroup	21	2
Character and Fitness Board	14	3
Civil Litigation Rules Drafting Task Force	23	1
Client Protection Fund Board	13	2
Council on Public Defense	26	3
Discipline Advisory Roundtable	14	2
Disciplinary Board	14	4
Limited Practice Board	8	3
LLLT Board	15	5 (1 <i>ex officio</i>)
Mandatory Malpractice Insurance Task Force	18	3
MCLE Board	7	1
Practice of Law Board	12	3
Pro Bono and Public Service Committee	18	3
Antitrust, Consumer Protection & Unfair Business Practices Section Executive Committee*		1 (non-voting)
Cannabis Law Section Executive Committee*		1 (non-voting)
Solo & Small Practice Section Executive Committee*		3 (non-voting)

- This Section Executive Committee information was provided by Paris Eriksen, Sections Program Manager.

ADDITIONAL NOTE: In a recently published lawyer discipline case, the Washington Supreme Court had this to say about the Disciplinary Board and its public members (see especially the last sentence):

In re Disciplinary Proceeding Against Cottingham (David)
No. 201,704-5

Though we are not bound by the recommendations of the Board, for several reasons we do “not lightly depart from recommendations shaped by this experience and perspective.” *Id.* We appoint the members of the Board with the benefit of recommendations from the Disciplinary Selection Panel, which considers candidates for appointment recommended to it by the WSBA Board of Governors. ELC 2.3(b)(1). In recommending members to the Board, both the Disciplinary Selection Panel and the Board of Governors “consider[] diversity in gender, ethnicity, disability status, sexual orientation, geography, area of practice, and practice experience” ELC 2.2(f). The care exercised in selection of members of the Board and the required attention to diversity combine to increase our confidence in the Board.

Another important factor contributes to our confidence in the recommendations of the Board: the Board membership must include at least 4 nonlawyers and at least 10 lawyers. ELC 2.3(b)(1). We appoint these members as well, again based on recommendations of the Disciplinary Selection Panel and the Board of Governors. *Id.* One primary purpose of the attorney disciplinary system is to protect the public, and “[t]he severity of the sanction should be calculated to achieve these ends.” *Noble*, 100 Wn.2d at 95 (noting that because “discipline is not imposed as punishment for the misconduct, . . . our primary concern is with protecting the public and deterring other lawyers from similar misconduct”) The presence of nonlawyer members serves to ensure the protection of the public and gives the Board’s recommendations further weight and importance.

Draft Memo for ANG Workgroup:

From: Brian Tollefson, Sixth District Governor

Assignment:

4. Time frame of prior passage: Simply a chronological history of how the new governor bylaws came to be passed; governance task force, by law drafting task force, time line of when members were told of the content of the bylaws and their passage.

Response: This timeline was derived from reviewing the materials posted at the ANG Workgroup website: <https://www.wsba.org/connect-serve/committees-boards-other-groups/addition-of-new-governors-work-group/materials>

1. Sept.21, 2012: GOVERNANCE TASK FORCE (“GTF”) CHARTER was approved by the Board of Governors. The only reference in the Charter to the addition of new governors was this provision: “WSBA overall governance, including but not limited to structure of representation. . . .”
2. April 3, 2014: The “Second Interim Report” of the GTF dated, at pages 15 – 16, contained a recommendation to add the new BOG members while at the same time recommending a reduction in elected BOG members:

“Recommendation: Current elected positions on the Board of Governors should be reduced to nine to allow for the inclusion of two public, non-attorney members and one LPO / LLLT member. These latter three members would be appointed by the Supreme Court. The three current “at-large” positions should be retained to ensure participation by a young lawyer and members that reflect historically under-represented groups. This would provide for a Board of 15 persons, one of which would be the President.”

3. June 5, 2014: The BOG formed the Governance Work Group (“GWG”) to direct Board discussion and prepare the BOG response to the Governance Task Force report.
4. June 24, 2014: the GTF issues its Final Report, which includes recommendation to add the new BOG members: “Recommendation: Two public, non-attorney members and one LPO / LLLT member should be added to the Board of Governors. These three members should be appointed by the Supreme Court.” A five paragraph justification for the addition was set forth as well.
5. July 25, 2014: A brief reference to the Final Report was mentioned in the week’s on-line “Take Note.” Members were advised that the Report had been “issued by the Governance Task Force;” that the “Board is now seeking member input on the contents of the report; and that members should “Email your input to governance@wsba.org.”
6. November 14, 2014: The WSBA Board of Governors in public session discusses the addition of the three new governors in open meeting. The issue was framed this way: “Should we allow for the inclusion of two public, non-attorney members and an LPO/LLLT member?”

7. January 22-23, 2015: The WSBA Board of Governors in public session further discusses the addition of the three new governors.
8. March 19, 2015: The WSBA Board of Governors in public session continues discussion of the inclusion of two public, non-attorney members and an LPO/LLLT member.
9. June 12, 2015: Brief mention of the inclusion of two public, non-attorney members during the WSBA Board of Governors public session. The focus of the discussion was on these proposed member's voting rights.
10. July 25, 2015: the GWG presents to the BOG a first reading of the draft proposed BOG responses to the GTF recommendations in a report entitled "Leadership for Today and Tomorrow."
11. Aug. 20, 2015: Bylaws Work Group ("BWG") formed by then WSBA President Anthony Gipe.
12. September 17, 2015: The BOG votes to approve the report entitled "Leadership for Today and Tomorrow," with a section of this report addressing the inclusion of two public, non-attorney members and an LPO/LLLT member in a 96-word response.¹
13. February 11, 2016: First mention in BWG minutes of bylaws for inclusion of two public, non-attorney members and an LPO/LLLT member.
14. June 2, 2016: Continued discussion in BWG minutes of bylaw draft for inclusion of two public, non-attorney members and an LPO/LLLT member.
15. June 2-3, 2016 BOG public meeting: Chair A. Gipe updates the BOG on BWG Bylaw amendments and asks for clarification: "Chair Gipe asked for clarification regarding whether it was the intent of the Board that LLLTs could run for district seats It was the consensus of the Board that it was not its intention that LLLTs run for District seats."
16. July 14, 2016: More discussion in BWG minutes of bylaw draft for inclusion of two public, non-attorney members and an LPO/LLLT member. In addition it is announced in the BWG minutes that the BOG will hold a special meeting on August 23, 2016, to consider the bylaw amendments.
17. August 8, 2016: Continued discussion at the BWG of inclusion of new governors, and the BWG votes to recommended alternate versions of the bylaws regarding election and appointment of the new Governor positions to be presented to the BOG for consideration.
18. August 16, 2016: Proposed WSBA Bylaw changes posted to WSBA's website.
19. August 18, 2016: Notice of BOG Special Meeting given via WSBA's website.
20. August 23, 2016: The BWG first reading of proposed amendments to the WSBA Bylaws given at the BOG's special public meeting. The three versions of the proposed amendments affecting

¹ "Recognizing the WSBA's responsibility to protect the public and further cognizant of best practices followed by other bar associations, the BOG agrees with the Task Force recommendation that three public members should be chosen for service on the BOG. They should be chosen from a group of nominees from the general public and limited license professionals. The potential members should be vetted and nominated by the existing BOG Nomination Review Committee with input from the limited license professionals. Nominees would then be reviewed and approved by the BOG for submission to the Supreme Court for appointment."

inclusion of new governors are discussed by BWG Chair Anthony Gipe. ²The BWG continues to meet.

21. Sept. 11, 2016: WSBA website announcement of **Town Hall Discussion** to be held Wednesday, Sept. 14, 4–5:30 p.m. at the WSBA Conference Center, 1325 Fourth Ave., Seattle. The announcement mentioned that the Webcast available was available and there was a link to join that would be will be available on this page on Sept. 14.
22. Sept. 25, 2016: The BWG website announces anticipated bylaw action at the Sept. 29-30, 2016 Board meeting
23. Sept. 30, 2016: Board of Governors Final Action regarding inclusion of of two public, non-attorney members and an LPO/LLLT member. In summary: Art. IV – Approved as amended 13-1; Art. V – Approved unanimous; Art. VI – Approved as amended; unanimous.

A chronological listing of the governance history has been captured in an Excel spreadsheet by WSBA staff and can be found on the ANG WORK GROUP MATERIALS website here:

https://www.wsba.org/docs/default-source/legal-community/committees/addition-of-new-governors-work-group/timeline-of-task-force-and-work-groups.xlsx?sfvrsn=138506f1_4

Timeline

2012		2013		2014		2015		2016		
20-Sep	4-Jun	3-Apr	5-Jun	24-Jun	25-Jul	17-Sep	1-Oct	23-Aug	30-Sep	18-Nov
Governance Task Force (GTF)	GTF First Interim Report	GTF Second Interim Report	Governance Work Group	GTF Final Report	Governance Work Group First Reading	Governance Work Group Final Report	Bylaws Review Work Group	Bylaws Work Group First Reading of Proposed Bylaws	Bylaws Work Group Proposed Bylaws Adopted	Section's Work Group Proposed Art. XI
<i>The Board of Governors approved the Charter and Roster for an independent governance task force(GTF).</i>	<i>The task force reports on areas it has identified for analysis, a plan of action, including soliciting input and feedback from multiple stakeholders.</i>	<i>The second report focuses on issues and recommendations concerning the Supreme Court and WSBA; the BOG and WSBA; Organization and Selection of the Board; and the State Bar Act.</i>	<i>The BOG formed the Governance Work Group to direct Board discussion and prepare the BOG response to the Governance Task Force report.</i>	<i>The task force issues its final Report and Recommendations.</i>	<i>The work group presented the draft proposed BOG responses to the GTF recommendations in a report titled, "Leadership for Today and Tomorrow."</i>	<i>The work group presented the final report "Leadership for Today and Tomorrow." Member comments were also included with the BOG materials.</i>	<i>BOG President Anthony Gipe formed the Bylaws Review Work Group to draft changes to the bylaws to implement the GTF recommendations adopted by the Board in September.</i>	<i>The Bylaws Work Group's first reading of proposed amendments to the Bylaws.</i>	<i>The BOG adopts amendments to the Bylaws, except for Art. VIII, XI, XIV.</i>	<i>BOG consideration of amended Art. XI tabled to January 2017 meeting.</i>

²Chair Gipe explained that three versions of Article IV are being presented since Article IV is tied to Article VI on elections and addition of new members on the Board. Version 1, recommended by the Bylaws Work Group, suggests that all three proposed at-large positions be elected by the Board; version 2, recommended by the Governance Task Force, suggests all three at-large positions be appointed by the Washington Supreme Court; and version 3, recommended by the BOG Executive Committee, suggests a compromise of versions 1 and 2, which would entail the LLLT/LPO at-large members be elected by the Board, and the public at-large members be nominated by the Board and appointed by the Supreme Court . He asked that comments be sent to him and to General Counsel McElroy.

MEMORANDUM

TO : NEW GOVERNOR WORKGROUP
FROM : DAN BRIDGES
DATE : AUGUST 21,2018
RE : COST OF A GOVERNOR

I. OVERVIEW

The cost of a governor is directly related to their geography. For ease of reference there are three categories to consider: Eastern Washington with plane travel, Western Washington generally, and Seattle-based governors who do not ask for any out-of-pocket reimbursements. Those break down as averages, per governor, per year as follows:

- | | | | |
|----|--|---|--------------|
| 1. | Eastern Washington | : | \$ 12,000.00 |
| 2. | Western Washington | : | \$ 5,000.00 |
| 3. | Seattle based, asking for <u>no</u> reimbursements | : | \$ 3,000.00 |

As a yearly cost that presents a range of \$9,000 to \$36,000 a year for 3 new seats.

Based on the raw data, if you take a governor's service life of 3 years, and given the cost of a governor changes over time based on meeting commitments, my sense is the amortized cost averaged across all geography is approximately **\$7,000 a year** which does not include all costs. Some people are double that in one year while some are less. The raw data is attached for you to draw your own conclusions.

The highest single person cost incurred in 2017 was approximately \$14,000 for a person on the east side of the state.

II. DISCUSSION

It is impossible to combine numbers and arrive at an average. There are too many variables and the cost of a governor changes between their first and third years. Also, we did not attempt to capture many discrete costs that are for a certainty incurred.

It is clear the cost of a governor is largely geographically dependent. There might be a sense we should discount the costs of officers. I suggest that is inaccurate. Other than the person serving as current president, a fully participating governor is at no fewer events than the elect or immediate past president. For example, the past president serves on executive committee, attends personnel and budget and audit committee. But, that could be said of a governor as there has been at least one governor on all those committees and executive committee.

Therefore, while consideration of the cost of the president should be removed from the equation, our past president in Spokane is an important comparator. This year, we have two people from Spokane, Bill

Hyslop as immediate past president and Angie Hayes as a governor. WSBA spent no less than \$14,000 on past-president Hyslop and \$11,000 on Governor Hayes in 2017. Governor Hayes is not on materially fewer committees or groups than past-president Hyslop. The difference is that often governor Hayes attends by phone whereas past-president Hyslop most always flies to Seattle.

That said, simply looking at numbers on a chart is an impossible way of accurately gauging the cost.

For example, second-year governors go to either California or Maui for the Western States Conference. That is over a \$1,000 expense. But, that is only incurred by second-year governors. If you serve on the Board, at some point you will incur that expense but looking at a chart of costs, only three or four governors a year are incurring it in a given year. Therefore, pointing at any one governor who did not attend that year artificially decreases their cost to WSBA as it is simply true WSBA did not incur that cost that particular year but it will in a different year.

There is an additional complication considering the cost of new Governor seats. For example, a small number of governors make the personal decision never to ask for a reimbursement as a part of their contribution back to the profession. I am unsure it is reasonable to rely on that level of voluntary giving from a public member because while we can be grateful for that service, I suggest it is more likely they will ask for reimbursement for out-of-pocket costs.

Finally, the numbers found do not include all costs. For ease of research we only examined easily identifiable, large expenditures such as travel, events when the Board is out of town, and direct requests for reimbursements. However, as one example of uncaptured costs the group registrations and meeting costs identified do not include any of the catering costs; not at board meetings or any of the many lunches and other events catered and we pay per head at.

Without question WSBA spends a not insubstantial sum on other issues which individually may seem de minimis but over the course of a year or three years of a Governor's term add up such as costs for materials, staff time, etc. Those costs are not included.

If a governor is any further east than Yakima, it seems the cost is consistently over \$11,000. Even Governor Hayes who attended many meetings by phone, incurred \$10,000 of out-of-pocket cost in 2017 not including any of the ancillary costs we did not consider in this analysis.

For a governor outside of the Puget Sound area but on this side of the mountains, those costs are not less than \$5,000. In that regard, consider the costs of Governor Doane and Risenmay, both in the Puget Sound and both with cost over \$5,000 not including any of the ancillary cost we do not consider in this analysis.

I suggest it would be error or to seize on a first year Governor such as myself last year, with offices in Seattle, who did not ask for a single reimbursement, and did not attend the Western states conference for the reasons stated above. I also did not stay at the hotel in Olympia in 2017. Similarly, Governor Popiliou did not attend all of out of town meetings.

Board Member	Direct Reimbursements ¹	BOG Meeting Costs ²	BOG T&O Group Registrations ³	BOG Conference Attendance ⁴	TOTAL
Black	\$ 1,048.48	\$ 2,668.02	\$ -	\$ -	\$ 3,716.50
Bridges	\$ -	\$ 895.50	\$ 445.00	\$ -	\$ 1,340.50
Cava	\$ -	\$ 1,687.78	\$ 345.00	\$ -	\$ 2,032.78
Clark**	\$ 872.76	\$ 920.20	\$ -	\$ -	\$ 1,792.96
Danieli	\$ 1,099.35	\$ 1,154.34	\$ 850.00	\$ -	\$ 3,103.69
Doane	\$ 2,936.74	\$ 1,024.92	\$ 445.66	\$ 595.00	\$ 5,002.32
Hayes	\$ 6,558.96	\$ 2,474.82	\$ -	\$ 915.00	\$ 9,948.78
Jarmon	\$ -	\$ 1,812.10	\$ 652.04	\$ -	\$ 2,464.14
Karmy	\$ -	\$ 1,340.14	\$ 105.00	\$ -	\$ 1,445.14
Majumdar	\$ 2,285.62	\$ 2,105.62	\$ 78.62	\$ -	\$ 4,469.86
Meserve	\$ 1,416.38	\$ 1,810.10	\$ -	\$ -	\$ 3,226.48
Papailiou	\$ 475.26	\$ 444.78	\$ 355.00	\$ -	\$ 1,275.04
Risenmay	\$ 3,344.40	\$ 1,103.70	\$ -	\$ 595.00	\$ 5,043.10
Furlong- President/PE	\$ 4,958.18	\$ 2,383.90	\$ 682.04	\$ 1,351.82	\$ 9,375.94
Haynes- President	\$ 15,121.06	\$ 908.72	\$ 700.00	\$ 1,849.11	\$ 18,578.89
Hyslop- Immediate Past	\$ 10,632.42	\$ 2,474.82	\$ 65.00	\$ -	\$ 13,172.24
Pickett- PE	\$ 5,523.65	\$ 1,421.06	\$ -	\$ 915.00	\$ 7,859.71
TOTALS	\$ 56,273.26	\$ 26,630.52	\$ 4,723.36	\$ 6,220.93	\$ 93,848.07

** Dan Clark only served a partial term; hence, his lower dollar cost.

NOTES:

1) Direct reimbursements are payments made out to the individual Board member, typically based on the submission of an expense reimbursement report. Costs typically include travel costs for Board-related work, conferences (including meals and registration), and other events.

2) BOG Meeting Costs are based on nightly lodging to attend board meetings, paid directly by WSBA. This does not include group meal costs and meeting space. As an approximation, **add \$720 a governor for meals at Board meetings calculated at \$20 a meal (averaged), at 6 meals, for 6 Board meetings. This does NOT include meals for spouses and others WSBA pays.**

3) BOG Travel & Outreach Group Registrations are expenses to attend events held by other organizations throughout the year. WSBA pays directly for the registrations for these events on behalf of the Board members.

4) BOG Conference Attendance expenses are WSBA paid registrations and lodging for Board attendance at annual conferences such as NCBP, BLI, and WSBC.

FY 2017

8/27/2018

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James W. Feltus
Henry Haas

Ray Graves (1924-2017)
Leo A. McGavick (1904-1994)

August 13, 2018

WSBA Workgroup regarding
Addition of new BOG Members
c/o Darlene Nuemann, Paralegal
Office of the General Counsel
darlenen@wsba.org

RE: Review of WSBA Member Involvement

Darlene,

I would appreciate it if you would disseminate this letter and attachments to the appropriate recipients.

Fellow Workgroup Members,

As you will recall, at the July 12 Workgroup meeting I was tasked to seek out and report back on the issue, as follows:

How do members process information: In other words, WSBA arguably had a long process leading up to the passage of the bylaw amendments to add new governors (governance task force, by law drafting work group, etc) but the tip of the spear of, "here are amendments to do so," was a fairly short time frame between being presented to the members and passed. When and how do members respond to information. Is it at the initial investigation stage, work group stage, or is when there is something as with concrete language to consider.

I sent out a request to several different groups and asked each of them to respond and to disseminate the request as much as possible. I am attaching the email hereto for review as **Exhibit A**, so the workgroup can see exactly what the responses were to. I would note that it wasn't until late Saturday evening August 11th that I received an email from an attorney who corrected an error in my email. I am attaching it hereto as **Exhibit B**. Upon reading it and reviewing the WSBA Notice re the additional 3 seats, I sent out a correction regarding that error, as well as a clarification, based on another response I received. I am also attaching that email to **Exhibit B**.

I sent the request for input to my local Bar, (The Tacoma Pierce County Bar Association (The President of the TPCBA and the President of the TPCBA Family Law Section)); I sent the request to the FLEC (WSBA Family Law Executive Committee); I sent it to the members of DRAW (a recently formed Association of Washington Family Law attorneys); I sent it to Paul Swegle to forward to the group he emails updates to regularly; and after expressing my concerns regarding the response rate to Rajeev Mujamdar, he suggested I send it to Carla Higginson at the San Juan County Bar as they have been very active in providing input to the WSBA.

I am attaching all of the responses I received hereto for review as **Exhibit C**; (note I have cut and pasted them to remove identifiers and save space). I received responses from a Judge, a Family Law Commissioner, retired and semi-retired attorneys, current attorney members, and a Deputy Prosecuting Attorney. I did not receive any input from any LPO or LLLT members.

Finally, in order to obtain more data, I reached out to members and asked them face to face for their input. Obviously I did not take verbatim notes and I am not, and cannot provide transcripts of our conversations. But, I am going to do my best to include that input as well herein.

I will try to reduce the responses (from all sources) to an executive summary for review here. The responses fall into a few general categories. First and overwhelmingly most prevalent is the fact that the vast majority of members did not respond. I believe this is emblematic of the Bar Membership in general. The consensus is that the Members are too busy to deal with the extra effort of reviewing and responding to communications. Many also indicated that was because they trusted the BOG to review and address the issues in a manner that represented the Members.

Next, the members who responded appear to believe the WSBA notice process is either unintentionally, or intentionally, designed to make the chances of seeing important notices unlikely. These seemed to generally indicate that the notices they felt were important were buried deep in vast volumes of unimportant issues. To be fair, I assume that all of the issues are important to some portion of the Members and what each feels is, or is not, important varies. But, the sentiment that issues effecting the entire membership, and/or that have significant effects on the entire membership are not singled out in an "Executive Summary" manner. There were references to "the Old Bar News" having a Notice section, which did a somewhat better job of notifying the Members of important issues than the new "NW Lawyer" does. The feeling seems to be that the notice periods were too brief and that the period of time between when the Members were informed of an issue and the decision on the issue did not allow for appropriate review and

input from the Members. Some responses acknowledge that the process includes sometimes years of work, but that time is not relevant to the Members opinion of the membership being able to review and have input on important issues.

While my task was not to specifically address the LLLT, the Bylaws Amendments as to the Sections, or the Dues Referendum issues, you will note that many of the responses used these issues as examples of the lack of WSBA and BOG communication with the Members.

Some suggestions to address the issue of lack of perceived communication with the membership were to provide succinct emails with "executive summary" headers so issues that were important to any individual member could quickly be noted and reviewed more in-depth and issues not important to a member could be deleted. The use of a "Pros and Cons" description of each issue so the Members could review them and see what the critical issues were and what each side was saying was good/bad so the Members could decide what to look into further was also discussed.

Of significant note to me was the general belief of those who responded to my requests for input that the WSBA has ceased to be an Association who represented its Members. I believe this is due to the Members own lack of involvement in the process, which is based on a combination of being too busy to investigate issues based on a belief that others who have the time to be involved will look out for their best interests. At a recent BOG meeting, former President Anthony Gipe recited many sad statistics about the incredibly small percentage of Members who voted in BOG elections. I understood his comments to mean the BOG really wasn't a representative body and therefore need not be concerned with what the general membership wanted. I believe the opposite is true: that because of the trust placed in the BOG to represent the membership, there is an increased obligation to act on behalf of the membership.

Overall, I believe better communication at earlier stages of the process to the membership is critical. Better, in my opinion, by setting out a concise statement of each issue being considered by the BOG being disseminated to the membership in an easy to obtain location (not buried in hundreds of pages of meeting materials, and not left in executive session portions not available to the membership). Issues being considered should have a concise statement describing it in the header, or "re: line" and then, in the body a brief Pro and Con of what the effect would be of the issue.

I hope my efforts have been directed in the manner intended so as to provide information helpful to the BOG as it moves forward and considers issues critical to the status of WSBA, the BOG and the membership.

Sincerely,

A handwritten signature in black ink, consisting of several overlapping, sweeping strokes that form the name 'Cameron J. Fleury'.

Cameron J. Fleury
Attorney at Law

CJF:

Enclosures as stated

\\Mgps-fs1\users\CJF\Desktop\WSBA Workgroup report.docx

EXHIBIT A

Cameron Fleury

From: Main@DRAW.groups.io on behalf of Cameron Fleury <cjf@mcgavick.com>
Sent: Monday, July 23, 2018 9:28 AM
To: Main@DRAW.groups.io
Subject: [DRAW] WSBA Workgroup input needed

Fellow DRAW members,

As you are hopefully aware, at a recent Special Session of the BOG, a Workgroup was formed to report back on the pending addition of three new seats to the BOG: to be comprised of a LLLT, a LPO and an at-large member, all appointed (not voted) to their positions.

The portion of the issue I have been tasked with reviewing and reporting back on is as follows:

How do members process information: In other words, WSBA arguably had a long process leading up to the passage of the bylaw amendments to add new governors (governance task force, by law drafting work group, etc.) but the tip of the spear of, "here are amendments to do so," was a fairly short time frame between being presented to the members and passed. When and how do members respond to information. Is it at the initial investigation stage, work group stage, or is when there is something as with concrete language to consider.

I think this issue is appropriate for me to look into because I was what I believe to be a "standard" Member of the Bar for the last 22+ years. Even after I read the Bar's "Interim Governance Report", and the final "Governance Report" a few years back, I wasn't aware of any effects it could have on me personally as a Member of the Bar. It only became clear to me that something seriously wrong when the Proposed Bylaws Amendments, rolled out during the Holidays a couple years ago, that I became aware that incredibly important, and in my opinion, horrible, changes were happening in the WSBA and became involved.

What I need is to hear back from as many Members as possible, about YOUR impressions and experiences with WSBA leadership, management and the process for informing YOU, the Members, about what their Association is up to. To see if it is "working", or if not, what needs to be done to change it.

For example, from my perspective, the Bylaws Amendments rolled out a few years ago during the holidays were "sprung" on the Membership during the Holidays when most Members were focused on family, year-end CLE's, etc. in an effort to secure their approval without being noticed until it was too late. Since I have become involved, I now see the process for these Amendments began almost 4 years before they were rolled-out. Giving the WSBA the "benefit of the doubt" I can now see why they say they are shocked at the opposition when the process has been going on for so long and there has been opportunity for input at several stages before the final input period.

That was MY perspective. What I need to hear about, and report back to the Workgroup is what is/was YOUR perspective on the process and opportunity for YOUR input. Please circulate this email. I want to get more than just Family Law attorneys' perspectives on this process.

Please feel free to contact me directly at cjf@mcgavick.com to provide me with your input, or to discuss this matter further.

Keep in mind that the Workgroup has only two more meetings before we have to submit our input to the overall BOG for consideration at their September Meeting. Therefore, time is short.

Regards,

EXHIBIT B

Please correct the information on your request for feedback about the proposed BOG seats. Two seats are for members of the public (non-lawyers) and one seat is for someone with a limited license (either LLLT or LPO). You have incorrectly implied the seats are for one LLLT, one LPO and one at-large.

The BOG should at a minimum have community members representing the public interest. Having someone with a limited license is also appropriate.

--

Paul,

Thank you for forwarding the email request for input. It has had tremendous results.

Could you please email the following to the group you sent the request for input to?

Greetings:

I want to thank everyone who has responded for their input. It has been very helpful and I am in the process of collating it into a report back to the work group for the meeting this week.

One error needs to be corrected and one clarification needs to be made in my previous email. If these have ANY impact on your comments, please let me know ASAP.

1 – I was incorrect when I wrote the 3 new BOG positions are to be 2 LLLT/LPO and one at large public member. The correct information is the 3 new BOG positions at issue are to be comprised of two at large members of the public and 1 LLLT/LPO seat.

2 – I want to be clear that the December/January 2015/16 issue which was sent out for comment was the Sections Workgroup Amendments to the Bylaws not the LLLT notice or the additional BOG seats notice. The first read of the proposed bylaws to add 3 additional at large positions was at a special meeting in AUGUST 2016. The bylaws were passed in September 2016. This was also an exceptionally short notice period and during the summer vacation for many Members.

I apologize for my error.

Thanks,
Cameron

EXHIBIT C

Dear Cameron:

After receiving your email from Paul Swegle on Thursday, I have posted it to the Probate Listserve today to give your request a broader exposure.

I have been what you call a “standard” member of the Bar for 41 years. In my younger years, I was involved in volunteering in the Legal Clinics, in writing for the Young Lawyers Manual and the Washington Methods of Practice, presenting at CLE on the subject of Dealing with the IRS, and other non-governance activities. As I am almost retired, and family health and other matters take up my time, my contributions have been limited.

I have been a member of the Real Property and Probate Section, and until recently was a member of the Taxation Section. I have been on the Probate List Serve since I think it started.

Prior to December, 2015, the information that I received or processed from the WSBA was basically by reading the Bar News and I often did not pay much attention. I do note that I emailed comments back in 2012 to the Task Force that back then was looking at Mandatory Malpractice Insurance.

In December, 2015, the WSBA rolled out a proposal to change the Sections. As I recall, it was sent out on December 30. Who sends out important notices on December 30 unless they are deliberately trying to get away with something? There had been some Sections study or Group that **had no Section leadership involved and did not ask for responses by the Sections.**

You are probably familiar with that whole debacle. The Sections rebelled, there were all kinds of objections, and a new Group was formed and eventually this issue was resolved. I remember writing comments, and reading everything that came out on this matter.

For me, and I think for many Bar members, the Sections are the most important part of our Bar membership. The Probate List Serve is invaluable and where we go for help and questions. How out of touch is the WSBA leadership with their members that they thought that they should start changing or messing with the Sections.

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It was at that point that I really started paying attention to what the WSBA was doing. And then there was the whole Bar Dues Increase & Referendum debacle in 2016. Whether the bar dues should have been increased or not is something that reasonable people can debate. But I won't forgive the WSBA leadership for the way they handled it and just got a Supreme Court order to ignore their membership. I wished the Legislature had passed Senate Bill 5721. The WSBA deserved it.

The next item was the LLLT Board proposal of expansion of LLLT services to additional Family Law matters and to Estate and Healthcare Law areas. That was in March, 2017. Prior to that date, I had not paid a lot of attention to the LLLT issue. It seemed reasonable that LLLT might be a real service in the Family Law area. But I have real concerns about expanding their services to other areas.

I sent comments on those proposals and followed this situation on the Probate List Serve. Most of the proposed increases in practice areas for LLLTs were not enacted.

There was much activity on this from all of the Sections and communications going on the various Section List Serves. I remember forwarding emails to one of the Family Law section members who was objecting, writing a letter, and asking for addition signors to his letter. His objections had been posted to the Probate List Serve and he was getting responses being posted back to the Probate List Serve. As he was a member of the Family Law List Serve but not the Probate List Serve, I was busy forwarding those responses to him.

Also in this process, Julie Fowler posted the attached email to the Probate and Family Law List Serves. She noted that some of the BOG governors thought that "tagging on to someone else's letter" was not a "real" objection. Again, what arrogance by the BOG, and complete disrespect of the WSBA members.

With regards to the LLLT situation, I think this has been a high cost for little results and needs to be completely re-thought. When the LLLT Board came out with the latest proposal to extend the LLLT areas to Consumer, Money and Debt Law, I went back and pulled all the original articles on the LLLT and the LLLT board minutes for the last 2 years. After reading them, I have concluded that the LLLT Board seems to be empire building and look for areas to expand that are probably not good choices. Since an LLLT cannot file bankruptcy for clients as that is a federal area, what benefit are they offering in this expansion? The Draft noted that there are other organizations that have offered services in these areas for decades but consumers are not using them. Why should the LLLT expansion be any better?

I was going to write a detailed letter on this issue to the LLLT Board but family health matters (family member with terminal cancer) intervened and I had to leave this issue up to other WSBA members to deal with.

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The one thing that did happen with this latest LLLT expansion draft was that it was properly and well communicated to the WSBA members for comment. I saw more than one email with the Draft and requesting comments. I think that is the first time that I have seen a issue really well circulated to the members for comment.

With regards to the current issue of expanding the Board by 3 appointed members, one an LLLT, one a LPO and one an at-large member. I do not recall seeing any real explanation or understanding of this issue until lately. If it has been going on for 4 years, it was really not communicated well. There are multiple issues here that should have been presented to the members for comment:

1. What is the purpose of having appointed rather than elected BOG members?? And personally I am opposed to BOG members who are not elected. You would have to go a long way to convince me that there should be any appointed BOG members, and if there are, I believe the should be non voting positions.

2. Why should LLLT or LPOs have their own Board slots?? They are a tiny amount of the WSBA members. They do not represent most of the WSBA members. If they want to be on the Board, they can run for the Board like everyone else. If there is a really good reason for them to be on the Board, they they can be non voting members, which will allow them to be heard but not vote on matters where they represent only a tiny number of the total WSBA members.

I don't recall what the WSBA membership is today but it is close to at least 40,000. With that many members of all colors, genders, and social and political opinions, I do not believe that the LLLT and LPOs need designated BOG slots. They can have their voices heard and if they have good arguments and issues, there will be WSBA members to support them.

In summary, these Board amendments were not well publicized. They were not well explained. I do not recall any discussion of why there should be an expansion, why their should be appointed rather than elected slots, why the LLLTs or LPOs should have their own slot.

These issues have only been visible recently as Paul Swegle and like minded members of the BOG and the membership have started to question the WSBA governance.

What is the best way for the WSBA to communicate with its members?

It can send out an email. I do read the emails from the WSBA, whether I agree or trust them or not. More importantly, they can send communications to the Sections and request that such communications be posted on the Section List Serves. I trust my Section officers. I listen to their opinions. And they can publish in the Bar News. I do read the Bar News although I mostly just skim it. But I have picked up requests to comment in the Bar News. And then emailed comments on recent matters such as the new Mandatory Malpractice Task Force and the Referendum Review Process, although I was not aware of the Referendum Review Process until

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already issued majority and minority reports.

The WSBA prime communication methods should be by email to its members and by email to the Sections. I suspect that the number of WSBA members without emails is becoming fewer and fewer but the WSBA can communicate with them by other means.

I do not believe that the WSBA leadership has made any effort to communicate with its members or to explain issues to its members. In fact, I believe that they deliberately have tried to hide their efforts from the members because they knew that if the members really understood their actions, the members would object.

This is a long response to your question. But I think you will find that many members feel as I do. As a woman who was admitted to the bar in 1977 when women were about 3% of the bar nationwide, I can tell you that I felt more respected and consulted by the bar leadership back in the 1980s and 1990s than I do today. In the past 10 years or so, I think the WSBA leadership has gone off the track and just done what it wants. It does not want to hear from its membership because it is probably will not like what it hears.

Very truly yours,

A handwritten signature in black ink, appearing to read "J. A. Cyphers". The signature is fluid and cursive, with a large initial "J" and "A" that are connected to the rest of the name.

J. A. Cyphers
WSBA # 7252

From: Julie Fowler

Date: 3/6/2017 4:24:49 PM

To: 'WSBA Probate & Trust Listserv'; WSBA-Family-Law@yahoogroups.com

Subject: Re: [WSBAPT] Fwd: [WSBA-Family-Law] response to L.L.T expansion



For what it's worth, when I attended the BOG meeting a few months ago, to speak out on the changes the BOG was making, it was pointed out by a few governors that "tagging on to someone else's letter" was not a "real" objection. Therefore, the tagalongs were not considered, despite how many members said they supported letters already written. A few governors said they would only consider individual member contact as legitimate concerns. I spoke out against that snide attitude as well, but ultimately the BOG did what it wanted.

On this issue, given the BOG attitude, I would encourage you to individually reach out, not only to your governor, but to all the governors, and voice your opinion on this issue.

Julie K. Fowler

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~ OFFICE HOURS ~ 9:30 am - 3:30 pm

So Cameron...

I've retired, both from practice and from WSBA work, both because it was time and because of the leadership of WSBA, respectively. It is clearly time for a change within the WSBA. I served on a number of bar committees and it became apparent to me over time that my 'job' was to carry water for the party line. We were tasked with making decisions (about WSBA CLE's) based upon a preset number of options, none of which were really acceptable to any of us. The prior committee was tasked with improvement to CLE and had a staff member direct us to consider outsourcing the work. Strongly. We actually did an RFP, which failed miserably. So, we then developed proposals more in line with our actual feelings, CLE stopped for a bit, then was reactivated with very specific tasks, focused around the new agenda – LLLT, easier access without the necessity of learning measures, etc. I served as Chair twice. The second time did it for me, and I left with a pretty sour taste in my mouth. When you are asked to volunteer your time and bring your experience to the table, that can be rewarding. When you realize you are supposed to present options based upon a master plan somewhat unrelated to what you think might actually work, it is not.

Paula has her agenda. She is close to the Supremes, who periodically issue directives to WSBA which are all amazingly consistent with what she and Steve (and others) want to see happen. She believes we are all dying off, and if we don't add non-lawyers quickly, WSBA will have to shrink and if it does, it will not be able to fulfil its mission to the public. From my perspective, it has a mission to serve the members, and if the members want to do public service, help them do so, not the other way around.

I served on a task force several times as it was reconstituted from time to time to address diversity in the Bar. We met, talked a lot, created yet another report, but

basically did nothing despite good ideas which would have improved things. Nothing happened, other than to convene a task force. Again and again.

By the time I left WSBA 'service', I was both frustrated and angry. Honestly, I've not missed any of it.

Years ago, following the referendum to reduce dues (which I think was stupid, but it was a sign of frustration at the direction of the bar), WSBA was short of money to operate the empire on Fourth Avenue. What to do? Solution: CLE had created an account with close to \$2,000,000 set aside to build a professional CLE center through careful planning. One with parking, office space areas for people who needed to work, etc. Nothing was secret, and clearly the money was WSBA funds; however, when things got tight, Mark Sideman and the COO were 'relieved' and the fund raided for a period of about two years. No CLE activities took place as leadership 'reassessed' the programs. If you wondered how they could operate with the same numbers, now you know.

CLE funds like this belong to the membership, and the Board can do with them as it wishes; however, there was no discussion about plans or needs, just a raid. It happened a number of years prior with Section funds as well when budgets were not followed. Things got interesting when the membership told Paula to stop it in additional referenda, but thus ended the planned CLE program and facility.

CLE would not have built anything without membership knowledge and approval; however, we never got there. The great maw of WSBA just swallowed it up. No one knew, per usual.

I was in Section leadership when Paula went after Section control, and helped push back. Not because of my CLE experience (I wasn't particularly unhappy at that time), but because the proposals were designed to gut the most active and involved part of the WSBA program for members. WSBA backed off and decided to talk with Section leadership, but during that time, WSBA leaders were unresponsive and really uninterested in feedback from Sections. It was pretty amazing.

My solution? It's time for new leadership and a new leadership team.

I am now retired, and will let my license lapse next year. That decision was, in no small part, made based upon my experience within WSBA.

Cameron,

You're very welcome. Upon review of my e-mails, I did notice receipt, starting in March, 2018, of Wa. State Bar "News and Updates" that includes (per the footer) "Selected Executive Director and Board of Governor's Communications".

However, after a cursory review of the WSBA's current bylaws, and based on the BOG's prior actions, the WSBA e-mails seem like a shallow pretense for "notice".

As I'm sure you know, amending the WSBA's bylaws requires only a majority vote of the attending BOG members in a special meeting that is called at the discretion of a myriad of potential parties.

The notice is to be posted "at least" five days prior to the meeting on the Bar's website (i.e.. only five days notice is required). Another section has slightly different language, with exception for good cause shown under exceptional circumstances demonstrating an "emergency basis" with affirmative vote by 2/3rd's of the BOG.

One section cynically describes an "Open Meetings Policy except as otherwise provided" including the special meetings and numerous other exceptions.

Petitioning for a referendum of BOG decisions requires the petition to be qualified first - signature by at least 5% of Active membership, then compliance with GR 12 as determined by the same BOG (with no deadline for that review or definition as to what compliance entails), and must be filed and voted on by the Active Membership, all to be done within a strict, apparently random 90 day deadline.. The only purpose I see for the imposed deadline, in combination with all those requirements, is to deter and prevent referendums from succeeding.

In comparing these bylaws to 4-5 other state bar bylaws I quickly reviewed, several things struck me (caveat - 4-5 is hardly a thorough survey):

- 1) Wa. State only requires a majority vote of the "attending BOG" members for an amendment to the bylaws, not a majority of the BOG;
- 2) Wa. States's bylaws provide substantially more exceptions to general rules - to the extent the general rules are the exceptions. The effect is to create loopholes subject to manipulation for desired outcomes, and to skirt transparency.;
- 3) Wa. State's bylaws grant a non-BOG member - the "executive director" - substantial authority, involvement, and control over BOG activities - including the ability to unilaterally schedule special meetings, the requirement she be notified of special meetings, be notified and basically involved in every BOG, executive committee, and related action, authority to determine deadlines for statements accompanying referendums (limited to 750 words), and, the ability to represent the Bar and communicate with the judiciary, elected officials, and the community at large regarding Bar matters and policies established by the BOG without prior approval from the BOG. I in aggressively minimize notice periods for BOG. Also unusual is the need to include "bar staff" in certain BOG related matters. I saw nothing comparable.
- 4) Wa. State's bylaws seem to aggressively minimize notice, and provide opportunity to skirt notice entirely in cases of "emergency". I saw no exceptions for "emergencies" and "catastrophic" circumstances that would permit decisions taken with little or no notice. Those provisions make the bylaws look like a poorly written insurance policy and just creates more opportunity to skirt rules.

Well, I went a little longer than anticipated. My two cents.

Dear Cameron,

First, I want to apologize for not responding sooner to your email. I was focused on some really bad news about one of my sisters and a cancer diagnosis that was quite unexpected. I am now catching up on things and wanted to get back to you. I did manage to talk with my colleagues at the San Juan County Bar Association meeting last Friday, and I have also spoken with them before about the lack of involvement of the members on topics and changes that dramatically affect them. My comments, based on their input and my own observations over the past 38 years as an attorney, are these:

The bar association as a whole does a terrible job of communicating with its members about proposals and issues that affect our members. Committees (whether standing or ad hoc or work group) are given, or originate, an issue to pursue. That issue is not disseminated to the members but is instead discussed in the committee until such time as it is brought to the Board of Governors for an initial report. Two months later, the issue or proposal is then presented to the Board for approval. If it is to then go on to the supreme court, it is published in the proposed rules and only then do members generally become aware of the situation. By that time, it has been months to years in committee, where the committee members are vested in their work, it has been discussed (often too briefly due to time constraints) by the Board of Governors, and then the court has (I presume discussed and revised it before publishing it for comment). Frankly, by then it's too late. There is little recognition in the process of the need to contact the members, most of whom are busy attorneys running their practices, to alert them to the issue or proposal under consideration, give them the salient points that can be quickly scanned, and to ask for their input. As a result of this poor communication, attorneys feel quite understandably that they are ignored and that the bar association does not have their best interests in mind.

Let me know if you have any questions regarding my comments. I will also be attending the workgroup meeting this week by phone so can echo whatever you present. By the way, I am opposed to adding three more positions to the Board. It's too big and too unwieldy as it is.

Hope this helps.

Cameron,

From my perspective being involved in several leadership WSBA positions (former member RPC committee and Professionalism committee, former member of Disciplinary Board and past Disciplinary Board Chair, past Litigation section executive committee member and chair, Civil Rules Task Force member) the WSBA makes great efforts to get the word out and members ignore the communications until the changes are finally made, then scream they were never told. I agree the WSBA could do better outreach, and some of the changes absent input end up being bone headed.

As to how members process, I think until the actual concrete proposal is out there in writing it is hard to get their attention. When that final product comes so late in the game people are offended at the quick timelines to respond. Maybe extending the approval timeline getting drafts earlier and building more time into the process for input after the first reading would be more meaningful to most members.

This is in reaction to your email about "What I need is to hear back from as many Members as possible, about YOUR impressions and experiences with WSBA leadership, management and the process for informing YOU, the Members, about what their Association is up to. To see if it is "working", or if not, what needs to be done to change it."

Briefly, my impressions and experiences with WSBA leadership, management and the process for informing Members about what their Association is: it isn't working.

I assume that this is likely not from lack of trying. I am aware that Bar News is still being published (under a new, sportier name) and I see that there are Minutes + Action Items of long, elaborate processes, kept at <https://www.wsba.org/about-wsba/who-we-are/board-of-governors/board-meeting-minutes>

However, these are not well-constructed for informing me or for giving me the sense that my opinion matters. There is no easy way to search for a particular topic. There are no threaded discussions and no easy mechanism to react to the Minutes or Action items.

Part of the problem may be that Minutes are necessarily organized by the date of the meeting, not by subject matter. Thus, the most significant bit of information on that page is the fact that a meeting was held.

Meetings tend to be collections of many subjects, united only by the happenstance that they were considered on the same date. This is not effective information organization since the most important thing about an issue is the issue itself, not the day on which BOG discusses it.

Interest in the content is greatly decreased because comments are not enabled, creating the (inaccurate) impression that it doesn't matter what I think.

In contrast, threaded discussion fora such as are omnipresent on the internet facilitate informing, discussing and achieving buy-in to superior solutions. A host proposes a topic, e.g. "Shall WSBA Add An Appointed LTTT Member To The BOG"? Proponents, Opponents and Discussants can provide their materials when convenient to them, and all have equal access to the content.

The fora also create institutional memory, since they can be consulted many years later to discover how a particular choice came about. Without such institutional memory, organizations do not function at their best

I hope this is helpful

Cameron and Kit,

I appreciate the opportunity to give my input. I was recently surprised to receive a notice from the WSBA that a task force is considering requiring all persons licensed to practice law in the state to carry professional liability insurance, with few exceptions, such as government lawyers. We were asked for input, but it wasn't clear to whom I should respond. I wondered if there had been a problem with too many lawyers dropping coverage, then committing malpractice. I certainly hadn't heard of such a problem. Personally, I think I should be allowed to practice law part-time, as I do, while not accepting clients myself, but taking only SGAL appointments and serving as arbitrator or mediator. I feel comfortable self insuring, in that regard. And since I've chosen to practice only part time, obtaining malpractice coverage again at what would undoubtedly be a high rate, would probably preclude my continuing to practice in this limited sense. Thanks for allowing my input.

I rarely hear about any decisions prior to them being enacted. My voice is not heard, nor is my input considered. I hear about things at best once there is concrete language, but typically only once we are voting. I have long been of the opinion that the bar does not represent me, and this request for input is actually a good example. The request was forwarded to a listserv that I use, but I would never have heard a word from official channels.

Sorry, rant over. Thanks for the request for input.

Cameron,

Your request for feedback was posted to the Solo Small Firm listserv, and I am pleased someone wants to hear from members.

I echo your surprise at learning, during the late part of that year, that the Governors were about to vote to add non-lawyers to the BOG and to create Bar memberships for non-lawyers as well. I was appalled.

I immediately emailed my Governor, who had just been elected to the BOG a couple months previous, of my opposition to both moves. As an active member of the Bar since July 1978, this was the first I had heard of the notion that non-lawyers should become actual members, and even have a voting role in BOG governance of the one organization I am mandated to support if I want to practice.

But the merits of my opposition are not the focus now. Rather, the information and communication issues are. I contacted my governor the day I first heard of these ideas. The direct response from my governor was to ignore my email.

She then proceeded to vote in favor of the changes, commenting to the effect that while she had received a number of communications in opposition, the changes had been under consideration for years (NB: that was news to me! And I had even taught LLT-qualifying courses at Highline College as late as winter Qtr 2015 – never heard anything about LLTs becoming Bar members or BOG eligible). She said opposition was too little, too late.

We have had LPOs closing real estate transactions for years under the Limited Practice rules established by the Supreme Court, but they were never considered to be eligible for membership in the Bar. That distinction only belongs to those who successfully pass the rigorous Bar Examination.

This move to make LPOs and LLTs members, to add them to the BOG by appointment rather than by winning members' votes, along with other non-lawyers, along with elimination of the members' referendum rights respecting dues, all amount to a massive power play whereby the entrenched top salaried Bar leadership seek permanently to expand their power over the profession. If there were more transparent communication to members, they would have less likelihood of succeeding.

One last thing on adding members of the public to the BOG: I watched the video of the meeting where the BOG put off implementation and to undertake more deliberation on the change.

I was particularly impressed by the testimony of those who stressed how many members of the public have participated in various Bar task forces and commissions. These groups at BOG direction then produced proposals for the BOG to consider and take action or not. The speaker was arguing this involvement justified adding public members to the BOG. But to me, it goes to the exact opposite conclusion: there is ample public involvement and input at the committee, commission and task force level so that the policy making BOG has the benefit of their participation, but ultimately the responsibility is where it belongs: on lawyers in good standing elected to the BOG to make decisions in the interest of the Bar and the public as a whole. Public members do not need to have voting power on our governing board. I would posit that the same is likewise true of limited licensees, both LPOs and LLTs.

Well, I am not arguing for eliminating everything, as some must be, but I DO want the new seats, and the existing at-large seats, to be voted on by membership (and the elimination of just one seat -public member, as I don't believe that lawyers need a public "advocate" on the BOG; our profession has been responsible to the public over many years). In any case, thank you for your reply, and you may certainly share my comments, edited, if you wish, with your colleagues on the BOG.

Agree with Kevin, and I think his suggestion is excellent. The usual "reports" from WSBA are packed with information, much of it of marginal importance. Major changes to the by-laws, like adding "appointed" instead of elected governors, should be by separate notice, not buried in routine minutiae.

I paid attention to the Governance Taskforce activity while it was happening, because it appeared to be an effort to prevent future referendum efforts concerning license fees. However, minutes of Taskforce meetings contained little information about proposals being discussed.

To get more information, I used a public records request to get emails exchanged between the bar staff and members of the Taskforce. However, most of my request was denied on the theory that the emails were on non-WSBA server computers, or on the theory that WSBA counsel attended the meetings, thus making everything privileged.

I very much agree with Kevin, below. Even where there have been momentous changes in Bar practices or governance, I feel like I miss the starting points, because they are buried on BOG agendas or the implications of the changes are unclear. Having regular email updates from my BOG members helps somewhat, but because they are most often focused on reporting back what's been done and not giving background on what's coming, they seem less transparent (and seem to not be happening any more? Haven't gotten one in awhile). Having information that is discreet and accessible in small, digestible amounts is incredibly important to me.

Thank you very much for your service to the Bar! I really appreciate reading your input on the listserve.

For what it's worth, I just got the King County Voter's Pamphlet, and they've been using a format that may be helpful for trying to increase input from people having difficulty justifying the time involved to become fully informed: a proposition, an explanatory statement (shorter), and statements in favor and in opposition.

If they restricted their communications to just one subject per email, I'd be able to see if it's something I'm interested in, and if so, the short format described above would probably lead me to at least read it, and possibly comment on it as well.

Dear Cameron

Thank you for spearheading something that is being sprung on us unsuspecting members. I am sure Paul would be happy to take the lead but I am glad he is getting away. I have no interest in seeing a LLLT, LPO and at large member being appointed to govern us hard working members of the Bar. Frankly, I do not believe they are qualified and I am disappointed that the WSBA would even consider putting someone without a law degree in a position of authority over lawyers. How does that serve us members? I am shocked by some of the leaders of the WSBA who appear to be the elite of the elite and exhibit arrogance of the weak and insecure. The WSBA should serve its members. After all, don't we pay dues for that service? Thank you, Tom

Good morning. I'm that rare animal, a dues paying but not allowed to vote member. Here's my two cents from afar: the Bar leadership has become more insular and at the same time more agenda-driven. The reality is that when you have a mandatory bar, you must act more like a representative of your constituents and less like a member who seeks to implement his or her own vision. I'm sure that there is a middle position somewhere, but there's zero effort to try and persuade the voting bar members of the rightness of a Governor's position. And so, the amendments appear as if dropped from the sky.

"We know we are right and they just don't understand" is not sufficient as a position for a governor in a mandatory bar.

The Bar needs to explain and persuade if it wants to change or expand the mission of the bar but then allow a mechanism for members to disagree such as in initiatives or voting approval in some cases.

Judge [REDACTED]
King County Superior Court

Hello Mr. Fluery,

I've been licensed 21 years and have never sought or reviewed the actions of the WSBA BOG, including reports, and don't recall ever receiving direct communications regarding their actions from the WSBA or my representative.

I first became aware of passage of the bylaws on the family listserve. If I weren't on the listserve, I most likely would remain unaware of it.

I'm fairly certain mine is the common experience.

The WSBA directly communicates with members on licensing related issues only, such as payment of annual fees and CLE requirements. I've only paid attention to direct communications.

In contrast, Information regarding BOG actions require going to the WSBA website. Again, I don't recall a direct communication.

It's inconceivable to me that the BOG would propose passage of bylaws that expand the practice of law to non-lawyers, require members to contribute financial resources for the expansion, and risk significant harm to the general public, with serving direct notice of the proposed changes to individual members, in the same manner as license renewals.

In short, at minimum, any proposed changes that effects the practice of law should be served with substantial notice directly to each individual member. It will otherwise simply not be known about by the vast majority of WSBA members (unless practitioners have separately informed other practitioners).

Hi Cameron,

Until recently, I have viewed most communication from the bar as background noise, especially communications regarding proposals to form a committee to explore the potential to take some action at some time in the future. I am much more likely to pay attention when it looks like something is actually going to happen, which is toward the end of the process.

Sincerely,

To be quite honest, I tuned out until recently most of the stuff from BOG until it comes time for things to be voted on. I am now mostly retired at 78 but intend to keep my license to do one monthly job, collect monthly attorney's fees owing from his clients on permanent disability representation contracts between them and disbarred lawyer Peter Moote. I am required to have a license because L&I has a regulation that to collect pension payments from L&I one must have the monies deposited into an IOLTA! I get paid for the time, so I make a little income each month, but don't have malpractice insurance because I don't need it for what I do, simply collect monies and forward it to the attorney who was granted an assignment for the benefit of creditors by Mr. Moote shortly after he was released from federal prison, when the receivership I ran was closed following a final distribution of moneys to his victims which we had won through settlements with parties who made claims to be secured in the assets of the receivership estate (to which IRS did not object. After that distribution, the victims of Mr. Moote's thefts would have received nothing, as the IRS held a \$400,000 priority claim! (At least I intend to continue doing this work until the BOG decides to forcibly retire me by requiring a \$2500 annual malpractice policy for an annual payment of between \$6,500 and \$8,000.)

After talking with Paul last year several times and learning the extent of the efforts of the then officers and board and of the Exec. Director, I decided to sign on with Paul's effort to return governance to the membership and to support him, even though he represents North Seattle, and I live in South Seattle as divided by the WSBA. I note that I moved my office to Ballard in 2000 and practiced there until I closed my office by turning off my computer, putting in the backseat of my car in January 2015, and driving home.

But I am still very concerned with the governance of WSBA and I have been encouraging Paul to carry out his reform efforts, including, perhaps, going a step further, by making SOME by-laws subject to change only on an affirmative vote of the membership. I think that the by-law changes that create seats on the board should be voted on by the membership if new seats are to be filled other than by the constituency which elects current board members, that is, the general voting membership. I would argue that there should be NO appointed seats at all, including at-large lawyer seats, any seats created for non-lawyer licensees, and even for "public seats," which I strongly oppose, because this is an attorney's organization. I do not object to ONE non-lawyer licensee as a voting board member, as long as that licensee is ELECTED by the attorney and non-attorney licensees voting together.

I would ask you to support a by-law change which eliminates public member seats and changes at-large and non-attorney licensees and requiring a membership vote to approve the change, the by-law itself including a provision that it cannot be changed by affirmative vote of the membership.

Cameon:

I have been contacted by countless members of the WSBA over the last couple of years. The members I have talked to feel that the administration views the membership as simply a funding source for administration projects that are unrelated to the regulation of the profession.

Thank you for your efforts.

Hi Cameron,

I likewise share your view point that the WSBA is pushing ideologies that I do not agree with through an aggressive and reduced process for member feedback and input. Thank you for your voice in bringing this forward.

Cameron: I am responding to your email far below. I am a 21 plus year WSBA member, and probably also a "typical" one. I also have some experience actually trying to communicate with the BOG about issues being decided, which led me to seriously doubt whether the BOG cared to listen to its membership.

Several years ago the BOG was considering an amendment to the Rules of Appellate Procedures (RAP) to shorten the window to submit amicus curiae briefs. I appeared before them at a BOG meeting where the rule proposal was up for consideration. Several other lawyers submitted written materials. I had been an appellate lawyer at the state level for more than a decade at the time, both as the lawyer for a party, as well as a regular amicus brief author for media and watchdog group amici, so I knew what I was talking about. I, and many others, told the BOG that its proposed rule change would have left the appellate courts less informed, and denied numerous interested, and impacted, amici the opportunity to inform the state appellate courts before decisions were issued. Despite this being the overwhelming majority view of all those appearing before the BOG and writing to the BOG, the President was prepared to put the proposed RAP up to a vote and seemed to simply ignore all of the input that had been given. A minority BOG member protested, saying the BOG was disregarding what all those who weighed in were saying, and persuaded enough of his colleagues to set the matter over for a later meeting to be re-evaluated. This experience showed me that Bar Leadership really did not want input from its members, and wanted to pass whatever it wanted, and viewed the input of its members as a source of annoyance and distraction, rather than true fact-gathering.

I learn about proposals right before a vote, when someone calls the matter out to me clearly and directly. I do not follow requests for work groups or studies. I find the messaging we are sent by the WSBA Presidents to be press release pitches or white washes rather than true information. I would like something like we see in the Voter Guides – both pros and cons and clear explanations of a proposal rather than what we get now. I was shocked to discover the proposal to add 3 BOG seats to non-lawyers, and vehemently oppose that idea.

I am very disappointed in our state Bar. I do not find it responsive to its members. I do not find it transparent. I know the BOG is a body of volunteers, and I applaud those who step up to the job. But for more than a decade I have felt like the Bar is controlled by staff or hand-picked slates of BOG candidates, and that actual membership input is not sought, heard, and appreciated. I found the effort to overrule the license fee rollback dishonest and disrespectful of members and the referendum process. As a membership organization, where we are forced to be "members" to practice our chosen profession, this organization ought to listen to us more, solicit our input in a meaningful way, and act with the membership's interests front and center, rather than the interests of the governing body or staff of the organization or some outside interest group.

Thank you for asking for our impressions.

Cameron Fleury --

I believe the "long process" for these bylaws was a long "in-house" process which, as a practical matter, did not include the average attorney because we are busy doing our jobs rather than being preoccupied with bar politics.

No doubt those who were very politically active were "in the know" about all the "work groups" or the "task force" or some other committee with its recommendations. But as a practical matter, the average bar member doesn't have time to track every task force or work group set up by the BOG and still do our day-to-day job.

As a result, many of us didn't realize what was going on with the creation of the proposed bylaws until things "hit the fan" when word got around about the practical way in which those bylaws were going to impact us. When we realized the impact, some of us felt that too much power was being vested at the top while the average Joe or Jane bar member was losing a voice in our own bar association.

For example, it now makes me very uncomfortable to have these new BOG positions be "appointments" rather than positions which are voted on by the bar members. If the voice of the bar members are cut out of the process, who is that power being vested in to make the appointments? Is it really wise to have more and more power vested at the top? Or in the long run, will that disenfranchise the average bar member?

With great concern,

Dear Cameron,

Thank you for asking for feedback. I agree with your summary below:

Even after I read the Bar's "Interim Governance Report", and the final "Governance Report" a few years back, I wasn't aware of any effects it could have on me personally as a Member of the Bar. It only became clear to me that something seriously wrong when the Proposed Bylaws Amendments, rolled out during the Holidays a couple years ago, that I became aware that incredibly important, and in my opinion, horrible, changes were happening in the WSBA and became involved.

We WSBA members are extremely busy, especially at the end of the calendar year. That is a very bad time to send us something requiring careful thought and asking us to provide input. (Summer is another really bad time.)

Lengthy e-mails during the process are also a problem, unless there is a concise "executive summary" at the beginning telling us why this is important and what is needed from us. If that grabs our attention, we can print and read the longer e-mail.

I do suspect it was intentional to send the substantive changes out during the holiday season and then pass them shortly thereafter. That certainly looks like an attempt to slip something by the members without stirring up opposition. If that is NOT the intent, they should be sent out at a different time of year, with longer lead time.

I also do not recall hearing anything about these changes during the "four years" they were supposedly considering them. If they ever sent out information about this, it was not sent in a way to grab attention.

I personally receive hundreds of e-mails every day, and by necessity, I delete many of them after only a cursory look. (I am sure there are hundreds, if not thousands, of WSBA members who do the same thing.) If there is something important in an e-mail from WSBA, they need to say so up front and succinctly.

Thank you for considering my comments.

Cameron,

Like you, I first became aware of the significance of those changes during the Holidays. I was fortunate enough to have the ability to evaluate them at that time. But the other members of the Animal Law Section's Executive Committee (and no doubt members generally) were too busy with their busy end-of-year schedules to pay attention.

As you know there are constantly BOG and other WSBA meetings, work groups, studies, proposals and hundreds of pages of written materials produced throughout the year. It is literally impossible for any practicing lawyer to track and evaluate everything the BOG and WSBA is doing until relevant matters reach end-stage development, at which time I expect the BOG and WSBA management to notify members and allow them a genuine opportunity to provide feedback that impacts the decision making.

Thanks for asking!

Thanks, Cameron.

For what it's worth, Steve Crossland came up with the LLLT idea years ago believing (as Paula does) that her projections of a massive die off will dry up funding for WSBA. As you are aware, that did not occur, but Paula served a lot of cool aid in WSBA circles.

I think the idea of adding equal status non lawyers to a professional organization of lawyers is hair brained. As advisors or non voting members perhaps, but not as voting members who can decide how lawyers must practice law. I also think new lawyers need not to have to compete with essentially untrained non lawyers who have no limit on fees for the limited available business. The idea that glorified paralegals are skilled enough to practice law is scary from a consumer protection standpoint as well. Good lawyers really don't become 'good' absent about 30 years of study.

This, to me, is about poor lawyers for poor people. 'Training' paralegals to practice law may add to the ranks of dues paying members, but it avoids the real problem, which is how to provide quality legal services to those with limited means. That takes money and a willingness to tackle the real issue.

Putting citizens on our voting board makes even less sense. At least the paralegals know what happens in a practice. Those outside our work have no way to understand.

WSBA is (or was) an organization of and for lawyers. The Supremes regulate the practice. WSBA enhances it. That is not the direction we are moving, and the membership really has very little input. Sections make it work, yet they were the first target. When asked about LLLT's, bar members very clearly said no, but Paula blew that off as protectionism. I fear she fails to recognize what her members really fear. Lawyers don't care about protectionism. They care about professionalism and quality.

Cameron –

Your email was forwarded to me. Your recitation of the events resonated with me. I consider myself to be a fairly active member of the WSBA; I've been a member of the executive committee of the Corporate Counsel Section for at least a dozen years. Nevertheless, the bylaw changes that would further dilute the democratic governance of the bar association came as a complete surprise to me.

Why these matters weren't a cover story in the Northwest Bar News (or whatever our magazine is now called) is beyond me. They weren't mentioned in any of the Presidents' columns either.

I do not know why there are or should be **any** appointed positions to the BOG. I appreciate the benefits of diversity in the deliberative process; there certainly could be a place for stated liaisons with the Young Lawyers' Division, LLLTs and bar associations represented underrepresented minorities. This doesn't mean that these groups should be granted disproportionate **voting** power by fiat.

There are over 38,000 attorney members in the WSBA; my understanding is that there are fewer than a hundred LLLTs. I have no inkling why LLLTs should be so overrepresented in voting power in what is ostensibly a democratic organization.

Please let me know if I can be of further help to you.

The WSBA should have announced this in the monthly bar magazine with updates. I have several strong thoughts about the bar and its leadership or lack thereof for the last several years. I am willing to discuss with you further if you are interested.

Hello Mr. Fluery,

I've been licensed 21 years and have never sought or reviewed the actions of the WSBA BOG, including reports, and don't recall ever receiving direct communications regarding their actions from the WSBA or my representative.

I first became aware of passage of the bylaws on the family listserv. If I weren't on the listserv, I most likely would remain unaware of it.

I'm fairly certain mine is the common experience.

The WSBA directly communicates with members on licensing related issues only, such as payment of annual fees and CLE requirements. I've only paid attention to direct communications.

In contrast, information regarding BOG actions require going to the WSBA website. Again, I don't recall a direct communication.

It's inconceivable to me that the BOG would propose passage of bylaws that expand the practice of law to non-lawyers, require members to contribute financial resources for the expansion, and risk significant harm to the general public, with serving direct notice of the proposed changes to individual members, in the same manner as license renewals.

In short, at minimum, any proposed changes that effects the practice of law should be served with substantial notice directly to each individual member. It will otherwise simply not be known about by the vast majority of WSBA members (unless practitioners have separately informed other practitioners).

In the early days of my four membership I volunteered for him participated in committees.

While I was in house at a big accounting firm in Seattle, I got pushback as they couldn't imagine why I would want to participate on, for instance, the civil rights committee. Eventually, I was invited off of that committee.

It appears to the independent and conservative thinkers that the WSBA is only focused on the far left liberal agenda. It is at that point that I stopped paying close attention to the workings of the bar, as it clearly was not focused on advancing the law and the perception of lawyers in Washington.

I have no idea what kinds of communications the bar may have attempted to send me. It is only through Paul's email communications that I have become aware of the unfortunate lows the bar has now hit. It makes me sick that I am mandated to belong to such poor performing and unfair organization.

Like you, my sense of the recent amendments is not that it was a 4 year process, but that they were sprung relatively recently. In fact, I feel grateful to Paul Swegle for making me aware of them. It seems to me that members should have a pretty straight-forward and easy way to understand summary of proposed amendments from the very beginning. So, the communication was really not very good. Perhaps that could avoid some of the misunderstanding that occurred from this.

BTW, I have a close friend who is one of the new LLLTs. She came from a 25 year career as a family law paralegal, and I applaud this new means of providing limited legal services to the population at large, and in a financially more approachable manner. We should make it easy for them to have a seat on the Board, not difficult. This business of either not giving them representation, or making them run a campaign across the entire Bar, seems silly to me.

Poorly and with snap judgments. Tweets basically.

In all seriousness for me at least I ignore WSBA amendments and plans. I'm a new attorney at 8 years so in part I just personally don't know that I have much to offer that isn't already offered on most issues. Similarly, I, like most probably, have a lot going on. "Proposed" changes don't feel like they're worth my time in the hope that if there is a bad idea that the better experienced folks looking at the proposal solves those issues before I even need to be concerned with it.

Also I am entirely aware my position doesn't survive intellectual scrutiny. Particularly, given the relatively small size of the WSBA and the

Let's face it – most WSBA members ignore the WSBA.

It's leadership is, in my opinion, insular and out of touch with its members.

Most WSBA members are focused on their practice, their clients, making a living and their families.

Many WSBA members who are at larger law firms likely have no interaction with or knowledge of WSBA because their membership fees are taken care of by the firm (satisfying CLE requirements being their only contact point).

My sense is that a good number of those involved in WSBA are "climbing the ladder" or are interested in pushing their own private policy positions.

All of us are required to be members of WSBA but the leadership feels distant and focused on issues that are unrelated to our lives and concerns.

So, it should be of no surprise to the leadership that few (almost none?) of the members focuses on their proposals until they are "ready" for adoption.

A related problem is that the persons working on the projects or proposals are not reflective of the membership at large. Through various committees and the like, the participants are "self selecting" and, by that very process, are typically unrepresentative of the membership at large.

The challenge for leadership is to promote engagement earlier in the process – the issue is how to do that? I don't have answers. I'm just providing the feedback you requested.

To: New Governor Exploration Board.

From: Daniel Clark, WSBA Governor District 4

Date: August 13, 2018

Re: Board Size Best Practices & Neighboring States use of Public Members.

For my contribution for the Work Group, I am exploring what the 2014 Work Group on the new Governor's came up with as far as recommendations, then what the BOG ultimately did in 2016, and then examining best practices and how they relate to best practices of non-profit governing boards, specifically the BOG. I also will examine the current board sizes and compositions of seven (7) neighboring states.

Please note that any conclusions drawn in this report to the information are solely my own personal observations and not meant to represent that of the group.

I. WSBA 2014 work group recommendations:

The Governance Taskforce spent eighteen (18) months conducting an in-depth review of the governance of the WSBA and its final report was finished June 24, 2014. Pertinent to the discussion regarding the potential current bylaw change before the Board of Governors is a found in page 18 of the report. I will provide the actual pertinent quote from the report for the Taskforce:

Recommendation: *To accommodate the additional Governors, the number of elected positions should be reduced to nine. The three current "at-large" positions should be retained to ensure participation by a "young lawyer and members that reflect historically under-represented groups. This would provide for a Board of 15 persons, one of which would be the President.*

Accommodating the two public and one LPO/LLLT members on the Board of Governors could be done by adding more seats. But that is not ideal. With the President, there are currently 15 members on the Board. Increasing the size of the Board will lead to reduced accountability and participation by members. Indeed governance best practices typically recommend smaller boards between 10 and 15 members. See e.g., Daniel Suhr, *Right-Sizing Board Governance*, Hasting Law Journal (2012). As such, the number of attorney members on the Board should be reduced. That reduction should come from the member elected positions, rather than from the at-large positions. This can be accomplished by reducing the number of member-elected positions from eleven to nine. The at-large positions should not be reduced; those positions provide diversity that may not be achieved through the member election process.

Reducing the number of member-elected positions from eleven to nine will require that the historical connection to congressional districts be changed. This linkage originated in the State Bar Act, which provides for at least one governor from each congressional district. See RCW 2.48.030. One way to approach this- and there may be others- is to elect three governors from each of the Court of Appeals districts. Doing so would continue to ensure geographic diversity among Board members. Given that the WSBA operates under the auspices of the Supreme Court, basing the election on districts drawn from judicial elections is a sensible alternative.

A footnote to this report indicated “If the Supreme Court and WSBA do not wish to reduce the number of electoral positions, we would still recommend adding two public and one LPO/LLLT member to the Board of Governors. In such circumstances, however, we would recommend that the Board consider steps that can be taken to ensure accountability and participation by members given the larger size of the Board.

(Governance Final Report Pages 18 & 19: https://www.wsba.org/docs/default-source/about-wsba/governance/governance-task-force/wsba-governance-task-force-report-and-recommendations---final.pdf?sfvrsn=23163ef1_8

Pertinent Law Review Article Information:

Reflecting the “current recommendations for smaller, more effective “working boards” 5 different ABA publications recommend board of directors ranging from 7 to 15 members.”

ABA Coordinating Comm. on Nonprofit Governance, supra note 1, at 21. 32. Id. at 20 (suggesting 9 to 12 directors); ABA Corporate Laws Comm., Corporate Director’s Guidebook 42 (6th ed. 2011) (suggesting 7 to 11 directors); Gregory V. Varallo et al., Fundamentals of Corporate Governance 14 (2d ed. 2009) (citing a study recommending 8 to 9 directors); William G. Bowen, Inside the Boardroom: A Reprise, in Nonprofit Governance and Management 3, 5 (Victor Futter ed., 2002) (suggesting 10 to 15 directors); Martin Lipton & Jay W. Lorsch, A Modest Proposal for Improved Corporate Governance, 48 Bus. Law. 59, 67 (1992) (recommending boards of 8 or 9, and not more than 10); see Sanjai Bhagat & Bernard Black, The Uncertain Relationship Between Board Composition and Firm Performance, 54 Bus. Law. 921, 941 (1999) (reviewing literature arguing for small board size without delivering an independent conclusion). 33. Am. Law Inst., Principles of the Law of Nonprofit Organizations § 320 cmt. g(3), at 118 (Discussion Draft, 2006) (discussing a study of the board size and composition of S&P 500 companies); id. § 320 n.17 (same).

As Suhr argues:

This move to small boards is based on empirical research comparing the different organizational and interpersonal dynamics on a large boards versus small boards. Large boards tend to run on parliamentary procedure (particularly when the board comprises a group of lawyers!) where speakers are called on and identified, rather than the conversational style possible on a small board. This conversational style allows for consensus to emerge more organically, after a full and vigorous discussion, whereas decisions on big boards are almost always made by a formal vote after a stilted and often shortened discussion. Moreover, large boards allow for free-rider members who may attend a few meetings but who do not contribute to the actual governance of the organization: in the memorable phrase of William O. Douglas, “directors who do not direct”. By contrast, everyone on a small boards needs to contribute for the board to complete its work. Additionally, members of a small board have the opportunity to get to know one another, which fosters a sense of cohesion and collegiality. On a large board of 50 members, it is almost impossible to achieve this level of interpersonal intimacy along all the directors. Knowing one another as individuals helps directors operate more effectively as members of the board “team.” Finally, disengaged and unwieldy boards simply transfer power to the CEO and other staff, who manage the organization without effective oversight. On a smaller board, however, the CEO must work with engaged directors who hold him or her accountable through regular meetings in which the directors can make prompt decisions based on good information. In short, these small-board dynamics increase the productivity and cohesion of the board, making it more efficient, effective, and collegial.

See pages 5 & 6 of law review article at:

<http://www.hastingslawjournal.org/wp-content/uploads/Suhr-Voir-Dire.pdf>

Suhr concludes in his law review report recommending smaller Bar Association Governance by stating:

... Many bars operate with ill-structured, hands-off boards that almost necessarily delegate significant power to management. These boards are unwieldy, ineffective, and out of step with best practices for corporate and nonprofit governance. This problem stems from a fundamental misunderstanding about the role and goal of the board. Contrary to the assumptions that lead to bloated boards the role of a bar association’s board is not to be a representative legislative assembly, but rather to be the governing body atop a significant organization with thousands of

members, millions of dollars, and scores of staff. When bar leaders consider their role in that light, they may start to take their own advice and move to smaller, more effective boards that play a vital role in the organization's operations and strategic direction. Bar associations should follow California's lead by undertaking self-study evaluations. And the conclusion of those studies should be a course of action similar to that taken by Minnesota: a smaller board of directors that actually governs, and a larger representative assembly to speak for the profession on legal and legislative issues.

Corporate Board Best Practices:

I next looked at what typical corporate board structures look like. A common question that several websites ask is "how many people are typically on corporate boards?"

Answer: Boards typically have between 7 and 15 members, although some boards have as many as 31 members. According to a Corporate Library, study the average board size is 9.2 members. Some analysis think boards should have at least seven members to satisfy the board roles and committees. See

<https://www.2020wob.com/individuals/20-questions-about-boards>

There does not appear to be a universal agreement on the optimum size of a board of directors. **A large number of members represents a challenge in terms of using them effectively and/or having any kind of meaningful individual participation.** (emphasis added).

The pros of smaller boards is that they tend to meet more often because it's easier to accommodate everyone's busy schedules. Board discussions are generally shorter and more focused than those of larger boards, which typically leads to faster and better decision-making. Since smaller boards spend much time together, they form close bonds and are typically willing to give everyone a fair say.

Board dynamics also tend to differ with larger boards. Board discussions are typically longer with larger boards, as they bring forth a greater variety of perspectives. On the flip side, having many opinions around the table allows quieter members to kick back and disengage causing them to feel like their voices have no meaning. It's also easier for cliques to form with larger boards which can isolate some board members even further. Many large boards alleviate some of these problems by using an executive committee as a steering committee. See:

<https://www.boardeffect.com/blog/board-size-nonprofit-governance/>

Discussion:

The 2016 Board of Governors adopted the recommendation to amend the bylaws to add three (3) new potential Governors to the Board of Governors. It appears based upon the record, that the 2016 BOG completely failed to adopt any measures to address the ramifications to increase the size of the BOG from 14 to 17 members (18 including the WSBA President, and 20 including the President-Elect and Immediate Past President).

Taking this current action seems to violate the best practices as mentioned above with regard to the size of a Board. The BOG does not appear to have taken any steps to look to address the **“challenge in terms of using them effectively and/or having any kind of meaningful individual participation.”**

The 2016 BOG appears to have adopted some of the recommendations of the Taskforce but simply ignored others in their adoption of the current bylaws. There does not appear to be any mitigation considerations on the increase of the size of the board, how that will potentially impact current BOG dynamics, increased cost, increased time for BOG meetings, and potentially for increased BOG dysfunction.

The Taskforce recommended the BOG look at potentially changing the current 11 geographical congressional district Governor elections. The problem with that is that each Governor that has been elected arguably has a liberty and property interest having been elected as Governor for their respective District and with staggered elections on a three (3) year rotational basis, it seems unlikely and problematic that current Governors would be willing to forego the remaining terms of their elected service.

Other potential considerations for the now BOG:

1. Look to change and reduce the 11 Geographically elected Congressional District Governor positions.

The Taskforce recommended the BOG look at potentially changing the current 11 geographical congressional district Governor elections. The problem with that is that each Governor that has been elected arguably has a liberty and property interest having been elected as Governor for their respective District and with staggered elections on a three (3) year rotational basis, it seems unlikely and problematic that current Governors would be willing to forego the remaining terms of their elected service.

Another practical problem would be if the BOG were to adopt such a plan and reduce the 11 to 9, to retain the smaller ultimate BOG size, there were no recommendations on how to ensure that geographic diversity would occur within the three (3) appellate court districts which would be one way that the WSBA could redistrict elected governors. An example of this would be with District 4 and 5 currently, where District 4, encompasses the Tri-Cities, Moses Lake and Yakima areas, along with other much smaller populated areas of the central Washington. District 5, is predominately the remaining east side of the state and is overwhelmingly dominated in population and attorney membership in

Spokane County. From practical standpoints, unless WSBA were to carve out at least 1 geographically designated Governor for former District 4, almost certainly just by sheer membership location, Spokane County would end up with all three (3) of the Appellate III Governor positions.

2. Look to Potentially reduce the size of the two-at large BOG Governor positions to accommodate new BOG Governor (potential Public and LPO/LLLT member).

The 2014 Taskforce's final report recommended not changing the current makeup of the three (3) at-large Governor positions. They recommended that the current WYLC young lawyer at-large position be retained, along with the two other at large positions to ensure diversity. The 2014 report didn't give any basis for that decision. With WSBA having celebrated its five (5) year anniversary for equity and inclusion for its current Diversity emphasis, an argument could be made that as WSBA evolves and this program intends to reach its goals, that there may be a potential to look to reduce the size of the BOG to maintain optimal governance size by looking to reduce one or both of the current at-large Governor positions. Under this hypothetical potential, if WSBA and the Diversity Program are effectively working, the current BOG elections would seem to now afford equity and inclusion of traditionally under-represented WSBA member demographics.

If the BOG were to adopt such a change, it would seem reasonable to look to phase in the elimination of one (1) BOG at large position to help mitigate the increased size of the BOG if the BOG retains the current bylaw. The counter-argument to this would be that by eliminating the at large position, it will undermine the goals of equity and inclusion and potentially take away a current avenue for under represented WSBA membership to be able to serve on the BOG and/or have a meaningful voice in governance. This may be something that the BOG wants to look at though if the overall goal is not to increase the size of the current BOG and/or to avoid going past 15 overall Governors.

3. Abolish the entire Geographic District representation and just have WSBA wide member elections.

Another potential for the current BOG to consider would be to look to abolish all positions by a certain date and just have all WSBA member wide elections. Obviously doing this would seem to potentially violate the current State Bar Act, and from a practical standpoint would seem greatly problematic. Given that the vast amount of membership is centered in the Seattle/King County metro area, from a practical standpoint, one can clearly assume that most candidates that would ultimately be elected if there were no geographical Governor safeguards, it is more than likely that Governors in District 1, 2, 3, 4, and potentially 5 and WSBA members in those regions

would end up not having geographic representation. Given that there is a vast political differences in philosophies by geographical location in this state, and a real “divide” between the west and east of this state in regards to liberal v. conservative philosophies, doing this would seem to be ill advised and likely problematic.

4. Roll Back 1 or 2 Public Member Governor positions.

Another option to reduce the size of the BOG in order to maintain the ideal board size, would be to look to not implement both Public member positions, but instead only to adopt 1 of the 2. The 2014 Governance Taskforce recommended at least two because:

Adding one public member, however is not sufficient. There is a real danger that he or she would find him-or herself quickly outnumbered and isolated. At least two public members are necessary to provide a respectable counterweight to those members who are attorneys or other legal professionals.

Page 18 of report.

The report does not cite any basis for the conclusion to recommend two members. This BOG may want to look to eliminate one of the two public member positions to help mitigate the increased size of the BOG. Doing so would seem to accomplish the goal of ensuring that:

the WSBA must operate for the benefit and protection of the public, the inclusion of public members on the Board of Governors is essential. As other bar associations have discovered already, such members bring a unique perspective, and their relative lack of legal expertise helps to keep a board focused on monitoring, oversight, and providing direction as opposed to management.

Page 18.

The addition of at least 1 public member may also help reduce the risk of Anti-trust claims being made against the WSBA.

5. Roll Back and/or defer implementation of the guaranteed LPO/LLLT Governor position.

The 2014 report found “Although the WSBA also supervises and regulates Limited Practice Officers (LPOs) and Limited License Legal Technicians (LLLTs), neither LPOS nor LLLTs are eligible to serve on the Board. (Page 17 of report).

The report further added, “The WSBA is also charged with the regulation of LPOs and LLLTs. Their inclusion on the Board is appropriate; one Governor should be appointed from the pool of LPO and LLLT members.

There are currently 37 LLLT members, with 34 active. There are currently 772 active LPO's who reside in the state of Washington and 153 total inactive LPOs that reside in the State of Washington.

The smallest geographic District with WSBA membership is District 4. Per the July 3, 2018 report from the Executive Director, District 4 had 1351 members and 1139 active members in it.

It would seem potentially reasonable to look to defer implementation of an automatic guaranteed Governor seat to these two limited license types until the aggregate combined total of both were equal to or greater of that than the lowest number of a geographic district.

If that were to be done, I would firmly believe it would make sense to then immediately allow both limited license types to run for any and all WSBA elections. It seems very fair that WSBA members are WSBA members, so we shouldn't be expecting these limited license types to pay the same membership license fees, but not receive the same benefits of membership, one of which is the ability to run for an elected office and/or vote in a WSBA election.

One very interesting quote from the 2014 Taskforce report that the 2016 BOG appears to have agreed with, but then appears to have ignored is the following:

The WSBA is also charged with the regulation of LPOs and LLLTs. Their inclusion on the Board is appropriate; one Governor should be appointed from the pool of LPO and LLLT members. **However, the Limited Practice Board indicated little interest in participation on the Board of Governors at this time. And LLLTs will not begin to be licensed until 2015. Until there is a sufficient pool from which to select a Governor, the LPO / LLLT "slot" should be filled with a public member. (emphasis added).**

The fact that currently there is 37 total LLLTs and 34 active LLLTs does not seem to be what would be a "sufficient pool" to guarantee a spot as Governor. While this issue may be open for debate and the 2014 Task Force did not really address what would be "sufficient", it seems to be an issue for discussion as far as if it would be better to potentially defer the LPO/LLLT position at this time for a public member, if the Board felt that overall board size was of paramount importance.

6. Potentially have 1-3 of these currently scheduled position be "advisory" positions without voting power.

One other potential discussion item would be in examining other neighboring states, some have public and/or other members that are part of the BOG in a non-voting member status. If the now BOG were to adopt something like this, it could satisfy having public members concerns and input by the current BOG as well as LPO/LLLT's, but that would not officially expand the current footprint of the overall BOG.

Doing so, would potentially be seen as disrespectful to both classes, would likely be argued to not really give either a meaningful voice, because they would not be empowered with a vote. However, it would seem as a potential to help give both currently unrepresented groups on the BOG input and voice and to have the current 14 Governors be able to better hear from both of these groups about issues involving governance.

II. OTHER NEIGHBORING STATE BAR ASSOCIATIONS TREATMENT OF PUBLIC MEMBERS & OVERALL GOVERNANCE SIZE

With the goal of examining how other neighboring states to Washington dealt with self-governance issues of their respective state Bar Associations, and in wanting to examine how many states currently have public members on their BOGs, I examined at seven (7) neighboring State Bar Associations formation of Government. They varied in ranges in size between 5 and 30. Arizona seems the vast outlier, with 30 member which include Dean's from the 3 law schools and various other ex-officio members and 19 attorney members and 4 public members. Idaho was the smallest with 5 "Commissioners" that are analogous to WSBA Governors which serve WSBA's Governor functions.

Three (3) of the seven (7) states had thirteen (13) BOG members, with 2 other states having sixteen (16) and nineteen (19) respectively. Using averages for all seven (7) states, the mean score was: 15.57 members including the high and low. Removing Arizona and Idaho, the two states with the highest and lowest number of BOG members, the mean average was: 14.8 members.

The following is a breakdown of the various neighboring western states to Washington's bar governance structure:

Idaho: 5 Commissioners that run bar. No public members.

Oregon: 19 Governors, including 1 that serves as President. 4 public members with one each year elected.

Montana: They call their BOG the Board of Trustees. 16 total members. (does not appear to have public members).

California: 13 total members called Trustees. 5 attorneys appointed by California Supreme Court. 2 Attorneys appointed by legislature. 6 public or non attorney members four appointed by the Governor, one by the Senate Committee on Rules and one by the Speaker of the Assembly.

Utah: called Commissioners: 13 voting members, 11 attorneys and 2 public members. They also have ex-officio members: 13 total, who do not vote, including State ABA delegates, ABA YLD representative, Paralegal Division Representative, Women Lawyers Representative, Young Lawyers, Representative, LGBT & Allied Lawyer Representative, Law School Dean representatives (2), Minority Bar Representative, and Immediate Past President.

Arizona: Comprised of 30 people, four non-attorney, public members appointed by the Board, three at large members appointed by Arizona Supreme Court, 19 attorney members elected by fellow Bar members in their district, and four ex-officio members. (immediate and past president and deans of Arizona's three law schools).

Alaska: 13 total governors including 2 public members (1 currently is Treasurer, with 40 years in banking including masters degrees in finance.).

This was a limited sampling of neighboring states. It may be worthwhile to have WSBA staff continue to expand the sample size of states and what other states bars do for governance. The universal trend though does seem to include at least 1 public member on neighboring states.

Conclusion:

The above information has been compiled by me in good faith. The thoughts and suggestions contained therein, are my own personal observations, and not meant to be that of the workgroup, and/or any other Governor's. The intent of this was to try to give a history of the 2014 Taskforce's final report, what concerns are over the overall size of the BOG, and to try to suggest various issues that our Taskforce and potentially the other all BOG will need to examine in ultimately deciding this issue.

In any event, thank you and please let me know if you have any questions or concerns.

Respectfully,

Dan Clark

District 4 Governor

WSBA #35901

From: DOL BPD Correspondence <DoIBPDCorrespondence@DOL.WA.GOV>

To: bzall <bzall@aol.com>

Subject: FW: List of composition of DoL Boards available?

Date: Mon, Aug 6, 2018 1:28 pm

Barnaby,

Good Afternoon.

In regards to your email, please find the requested information listed below.

Have a wonderful day.

Jess Van Ogle

Administrative Assistant 4

Washington State Department of Licensing

Administration | Business and Professions Division

Phone # 360-664-1393 | Fax # 360-586-1596

DOL Mail Stop: 48050

Email: jvanogle@dol.wa.gov

Governor's Website – Board Profile Information:

<https://www.governor.wa.gov/boards-commissions/board-and-commissions/board-commission-profiles>

Regulatory Boards:

Architect Licensing Board - Governor appointed consisting of 6 licensees and 1 public member.

Website:

<https://www.dol.wa.gov/business/architects/architectboardmember.html>

Board of Registration for Professional Engineers and Land Surveyors – Governor appointed consisting of 7 members, 5 licensed engineers and 2 licensed land surveyors, no public member.

Website:

<https://www.dol.wa.gov/business/engineerslandsurveyors/members.html>

Funeral and Cemetery Licensing Board – Governor appointed consisting of 7 members, 6 licensees and 1 public member.

Website:

<https://www.dol.wa.gov/business/funeralcemetery/fcboardmembers.html>

Geologist Licensing Board – Department of Licensing Director appointed consisting of 7 members, 5 licensees, 1 public member, and 1 ex-officio member (Department of Natural Resources Supervisor of Geology).

Website:

<https://www.dol.wa.gov/business/geologist/geoboardmember.html>

Landscape Architect Licensing Board – Governor appointed consisting of 5 members, 4 licensees and 1 public member.

website:

<https://www.dol.wa.gov/business/landscapearchitects/laboardmembers.html>

Collection Agency Board – Governor appointed (except the chair, our chair is appointed by the Director of DOL) consisting of 5 members, 1 Director appointed chair, 2 licensees, and 2 public members.

website: <https://www.dol.wa.gov/business/collectionagency/colboard.html>

Real Estate: (Advisory)

Real Estate Commission (Advisory) – Governor appointed consisting of 7 members, 1 ex-officio (appointed by the Director of Department of Licensing), 6 appointed members with at least 5 years' experience in performing real estate brokerage services in WA. However, they do not need to be licensed or actively conducting real estate services at the time of appointment. No public member.

Website:

<https://www.dol.wa.gov/business/realestate/missionmembers.html>

Appraisers Commission (Advisory) – Director appointed consisting of 7 licensees. 1 member can represent the public however, there is not a public member at this time.

Website: <https://www.dol.wa.gov/business/appraisers/appmembers.html>

Home Inspectors Board (Advisory) – Director appointed consisting of 7 licensees, 1 member must be teaching within the home inspector education program. No public member.

Website: <https://www.dol.wa.gov/business/homeinspectors/>

Cosmetology: (Advisory)

Cosmetology Board – Director of DOL appointed consisting of 10 members, 1 from private school, 1 from apprentice salon, 1 from public vocational school, 6 licensees and 1 public member.

Website:

<https://www.dol.wa.gov/business/cosmetology/cosboardmembers.html>

From: Barnaby Zall [<mailto:bzall@aol.com>]

Sent: Monday, July 23, 2018 10:38 AM

To: DOL INT DOL Director <DOLDIRECTOR@DOL.WA.GOV>

Subject: List of composition of DoL Boards available?

Good morning, Ms. Berntsen:

I am working on a research project for the Washington State Board of Governors, as part of the "Addition of New Governors Work Group." *See,*

e.g., https://www.wsba.org/docs/default-source/legal-community/committees/addition-of-new-governors-work-group/addition-of-new-governors-work-group-charter.pdf?sfvrsn=139206f1_4

My particular work assignment for this Work Group is to examine the role, responsibilities and advantages/disadvantages of having public members on

regulatory bodies boards. In my research so far, I have identified many of the Department of Licensing Boards that have public members and others that do not, but I have not identified any central resource listing ALL these Boards and their composition, appointment person or office, or responsibilities.

Is there such a list available, preferably linkable on-line?

Thank you for your assistance.

Barnaby Zall
Law Office of Barnaby Zall
685 Spring St. #314
Friday Harbor, WA 98250
360-378-6600

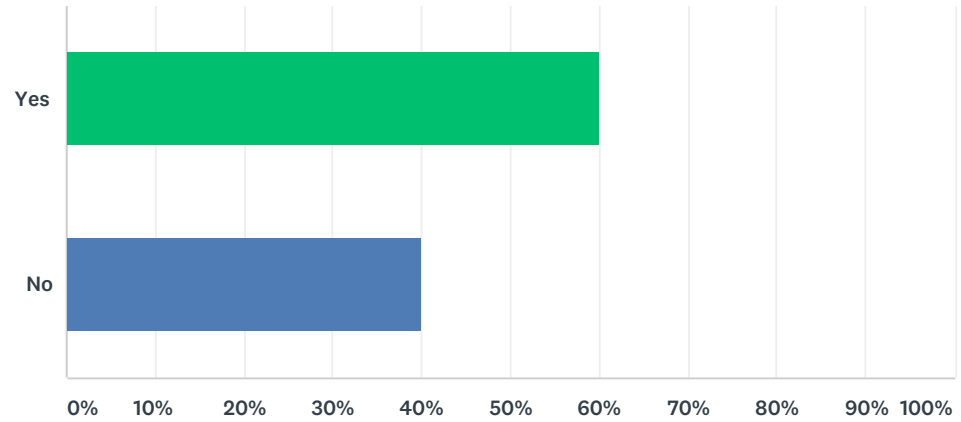
Q1 What is the approximate year you obtained your LPO?

Answered: 15 Skipped: 0

#	RESPONSES	DATE
1	1994	7/24/2018 10:25 AM
2	2017	7/17/2018 2:55 PM
3	2003	7/17/2018 1:59 PM
4	1993	7/17/2018 1:59 PM
5	2014	7/17/2018 1:56 PM
6	1991	7/17/2018 11:19 AM
7	2017	7/16/2018 5:30 PM
8	1990	7/16/2018 5:19 PM
9	1998	7/16/2018 4:37 PM
10	2004	7/16/2018 3:58 PM
11	1994	7/16/2018 3:56 PM
12	2001	7/16/2018 3:52 PM
13	2000	7/16/2018 3:48 PM
14	2004	7/16/2018 3:48 PM
15	2004	7/16/2018 3:48 PM

Q2 Do you find value in your Washington State Bar Association Membership?

Answered: 15 Skipped: 0

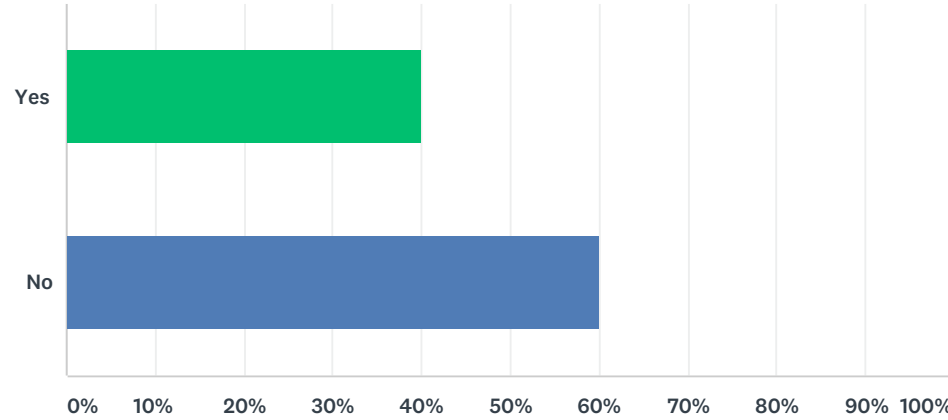


ANSWER CHOICES	RESPONSES	
Yes	60.00%	9
No	40.00%	6
TOTAL		15

#	OTHER (PLEASE SPECIFY)	DATE
1	I have found some good information and I like the access to documents and other information they have	7/16/2018 5:30 PM
2	No real value so far but it does appear that the WSBA has included the LPO's access to more resources recently.	7/16/2018 3:48 PM

Q3 Have you ever used the Bar's resources?

Answered: 15 Skipped: 0

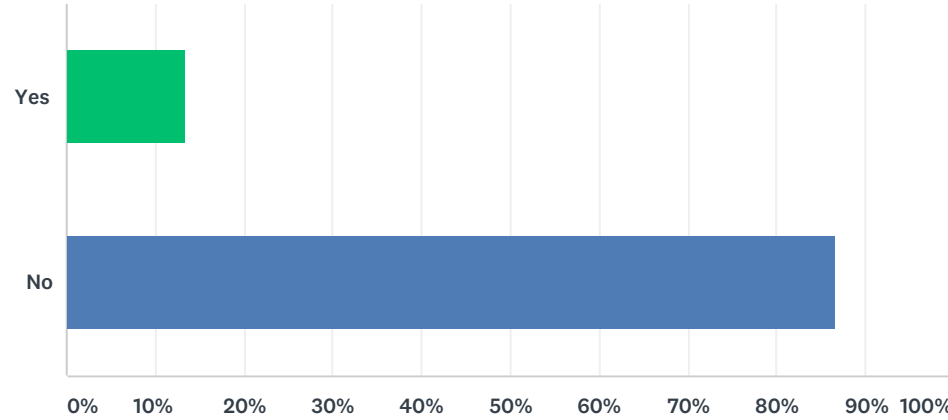


ANSWER CHOICES	RESPONSES	
Yes	40.00%	6
No	60.00%	9
TOTAL		15

#	OTHER (PLEASE SPECIFY)	DATE
1	LPO forms	7/17/2018 1:59 PM
2	approved docs links et cetera	7/16/2018 3:52 PM

Q4 Have you ever used any of your membership benefits?

Answered: 15 Skipped: 0



ANSWER CHOICES	RESPONSES
Yes	13.33% 2
No	86.67% 13
TOTAL	15

#	OTHER (PLEASE SPECIFY)	DATE
1	not yet	7/17/2018 1:56 PM
2	Not yet!	7/16/2018 5:30 PM
3	discounts of courses	7/16/2018 3:52 PM

Q5 Any additional comments on the WSBA, and your membership as an LPO?

Answered: 15 Skipped: 0

#	RESPONSES	DATE
1	No	7/24/2018 10:25 AM
2	NA	7/17/2018 2:55 PM
3	No	7/17/2018 1:59 PM
4	no	7/17/2018 1:59 PM
5	none	7/17/2018 1:56 PM
6	None	7/17/2018 11:19 AM
7	I know this will sound silly but I feel a strong sense of pride with my membership. It took a lot of studying and hard work to get there and I feel as though that is kind of our reward.	7/16/2018 5:30 PM
8	no	7/16/2018 5:19 PM
9	no	7/16/2018 4:37 PM
10	no	7/16/2018 3:58 PM
11	no	7/16/2018 3:56 PM
12	no thank you	7/16/2018 3:52 PM
13	I do like the new ceu reporting structure that is going in to place, earning the 30 hours in 3 years.	7/16/2018 3:48 PM
14	No	7/16/2018 3:48 PM
15	none	7/16/2018 3:48 PM

Unofficial Partial Transcript of Presentation to
Meeting of the Addition of New Governors Work Group
August 14, 2018

Vocal participants:

Alec Stephens, Jr., WSBA Governor and Co-Chair of ANGWG

Vanessa A. Nordyke, President, Oregon State Bar

John Bachofner, Governor, Oregon State Bar

John Bachofner: When I tried to think about the types of information you were looking for, and the starting point for me was the mission of the Washington State Bar Association is to serve the public, and the members of the Bar, to insure the integrity of the profession, and to insure justice. Very similar to the mission we have in the Oregon State Bar as well, and when you think of the public, the purpose of serving the public, it makes all the sense in the world to have public members.

And I consider the four public members we have on our Board of Governors as extremely valuable, both from a standpoint of getting input from them that gives buy-in from the public but also for their unique perspective. From time to time, there are public members that will come up with an idea or that will have a perspective that is different from the lawyer members of the Board of Governors.

And in preparation for speaking with you today, I spoke with our senior public member who's in his fourth year, Carey Sharp, and I asked him what are your perspectives, what have been your experiences that you have observed over the previous years. And he could recall different times when various public members have brought a perspective that changed the whole outlook, frankly, for the Board of Governors and changed maybe the direction of how we were proceeding. And given our mission, I confess to important aspects.

As I said, we have four public members and they are fully active, full voting members and frankly they are very participatory. We spend quite a bit of time, we have a subcommittee that spends time on vetting potential candidates, and for instance either this week or next week we will be interviewing candidates for the replacement public member who will roll on when Carey Sharp rolls off. We spend a lot of time vetting those candidates and then ultimately interviewing two or three of them to decide who to recommend to the Board of Governors, and then the BoG itself will determine who is going to fill that slot.

When we do that, we spend a lot of time looking at both the diversity of their experience in business or other areas, as well as the area that they're from, the region, and other types of diversity as well. We've been very successful, I think, in getting a wide variety of participants from the public sector. In different types of business and different types of experience. One of the questions that occasionally comes up is okay, we have somebody who is interested in, who is an expert in legal cases, for instance, and they'd like to become involved. Are they so involved in the legal profession already that we don't gain the same level of perspective from them as we would from another public member. And that's something that we try to weigh. Again trying to focus on getting that diversity of experience. In my experience, I think that they've been very valuable members.

If there's any drawback to it, I think perhaps when they're new, they might be a little hesitant to speak out initially. Frankly, we experience the same thing with many new Board of Governors members as well. They may be a little hesitant until they know the temperature of the room, so to speak. But that dissipates, in my experience.

We may have attendance issues from some of the folks who are farther away in the state, but again, for the most part, they're usually at our BoG meetings themselves. It maybe on a committee, the way our Board of Governors works, for anyone who's not aware of it, we have four year terms versus your three-year terms, and we will typically meet every other month as a BoG. And in the other month we may have a special meeting but we generally meet our committees of the Board of Governors that will meet on those odd months. And then if we have a brief meeting of the full BoG, that will take place after those committee meetings. So if there's any attendance issue that's typically on those off months. That's my recollection at least.

I'm encouraged by the idea that the Washington Board of Governors is considering public members. I think it's valuable, it's a great idea. And I hope you folks will consider it.

Vanessa Nordyke:

First of all, I echo everything that John said. A couple of observations on top of that. As John mentioned, our public members are full members. They have the exact same voting rights as we do, and they participate in all the same committees and activities that we do, which I think is extremely important because we have our hands in so many proverbial pies.

For example, we have an investment committee, and that's where it's extremely helpful to have a public member who has a finance background, because I do not. And so having someone with the expertise in finance or business can be extremely helpful when we as a Board are trying to be strong financial stewards of our membership dollars, people who are familiar with balance sheets, people who understand investment protocols and who can really have a discerning eye. That is a huge advantage. And that of course is just one public member.

We've had another public member who's involved in higher education and who knew a lot about professional education and about professional development. About leadership building. About how to govern yourself as a board. And those perspectives, again, are very useful because just because you're a lawyer doesn't mean that you know how to run a board. You may be a powerful advocate in court but do you know how to be a team player, when it comes to making difficult decisions about your membership dues, about policy matters, and so on. So that is another great opportunity.

This can also be an important means to truly diversify your board as well, and bring greater equity lines to your organization. One of the public members that we have added recently, has a background in urban empowerment for persons of color and as we are doing more and more all the time to do outreach with members of the public to improve access to justice, to provide information in multiple languages to people in the community, that has become a great asset to us to have a member like that who can provide perspective and experience.

Another area that I remember it being very helpful in is our appellate screening committee. I don't know how Washington State Bar does it, but we have an appellate committee who reviews and conducts interviews of candidates so that they can serve on the Oregon appellate courts. Our proceedings are confidential so I cannot offer details, but I can say again that it is helpful to have a member of the public to be a voting member of that group. So I will just leave it at that, but it is extremely helpful from our public protection perspective to have public members engaged at all levels.

My piece of advice that I would have for the Washington State Bar is two-fold: one, I do strongly recommend white collar professionals. We deal with a lot of high-level stuff, in terms of looking at balance sheets, and assessing memoranda from staff, on any topic you can possibly imagine, that is germane to the practice of law, it seems like we see it all over the course of our four-year tenure. So having someone who has a professional degree of some kind, I would strongly recommend.

Number two. You definitely want to make sure that whoever, your selection process have an interview process, and an appointment process, not an election process. I don't know what's on the table for you guys, but I strongly believe that the interview process allows you to, formulate questions to insure that you have a good fit, because you do want to be candid with people about the time frame. About the amount of travel involved, about what the work entails, so to the extent that you can use a filtering process like that to get really high-quality candidates to apply, I would strongly encourage you to follow an application and interview process as opposed to a general election process. And, you cannot ... the time commitment is a big deal, and sometimes it is hard for some of our more far-flung public members to make it to all of our meetings, and that has to do with the fact that not only are they far away, but they are also busy professionals.

Alec Stephens: What's the size of your BoG and how many public members do you have on it?

John: We have four public members and ... 19 members total.

Alec: And those members all have four year terms when they're brought on?

John: That is correct.

Alec: And when you make your call, is it an open call? Do you have minimum calls that you seek and do you seek specific members according to expiring terms? And what I mean by that is if you have somebody who has finance experience and you still want that, do you make that call or how do you go about soliciting for that experience?

John: We have a Board Development Committee and that has a subcommittee. I've been on that for the last three years. And in addition to making recommendations as to members of various committees, and sections and various other groups involved with the Bar, we are also charged with vetting the prospective public members. And over the last several years, the way that we've done that is that if we know there is a particular target, that is, for example, someone with a finance background that is going to be rolling off the BoG, and we don't have that type of experience, perhaps, among the lawyer members, then, yeah, we will definitely focus on that, but we try to have a wide net. We've looked at, for instance, Native American groups, we've looked at various, the typical groups you'd look at, but also sent out to various local business development groups, Chambers, things like that.

And, we spend some time trying to come up with different ideas on where to attract members. If there's an accounting group, we have certainly reached out to them, and we've had people who have been interested because of their accounting background and they'd like to become involved. So we take that wide net, we have them submit, if they're interested, we look at those resumes, and their backgrounds, and from there, we try to choose the top candidates. And then conduct interviews as a Board Development Committee with those members, typically they're 30-45 minute long interviews with the Board Development Committee, and then we make a recommendation to the Board of Governors. And then they decide who the public member will be the next term.

[Did not transcribe the remaining discussion on the size of the Oregon BoG]

[Certain introductory, concluding and transitional remarks omitted]

By: Barnaby Zall, for the Miscellaneous Public Member Issues Subgroup of the ANGWG

From: recording made available by WSBA